

Notice is hereby given that, pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 et seq.), the Securities and Exchange Commission ("Commission") is soliciting comments on the collection of information summarized below. The Commission plans to submit this existing collection of information to the Office of Management and Budget for extension and approval.

Information collected and information prepared pursuant to Regulation S-X focus on the form and content of, and requirements for, financial statements filed with periodic reports and in connection with the offer and sale of securities. Investors need reasonably current financial statements to make informed investment and voting decisions.

The potential respondents include all entities that file registration statements or reports pursuant to the Securities Act of 1933, the Securities Exchange Act of 1934, the Public Utility Holding Company Act of 1935, or the Investment Company Act of 1940.

Regulation S-X specifies the form and content of financial statements when those financial statements are required to be filed by other rules and forms under the federal securities laws. Compliance burdens associated with the financial statements are assigned to the rule or form that directly requires the financial statements to be filed, not to Regulation S-X. Instead, an estimated burden of one hour traditionally has been assigned to Regulation S-X for incidental reading of the regulation. The estimated average burden hours are solely for purposes of the Paperwork Reduction Act and are not derived from a comprehensive or even an representative survey or study of the costs of SEC rules or forms.

Written comments are invited on: (a) whether the proposed collection of information is necessary for the proper performance of the functions of the agency, including whether the information will have practical utility; (b) the accuracy of the agency's estimate of the burden of the collection of information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

Please direct your written comments to Michael E. Bartell, Associate Executive Director, Office of

Information Technology, Securities and Exchange Commission, 450 5th Street, N.W. Washington, DC 20549.

Dated: December 23, 1998

**Margaret H. McFarland,**

*Deputy Secretary.*

[FR Doc. 99-295 Filed 1-6-99; 8:45 am]

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. IC-23629; 812-11446]

### Bergstrom Capital Corporation; Notice of Application December 31, 1998

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

**ACTION:** Notice of application for an order under section 6(c) of the Investment Company Act of 1940 (the "Act") for relief from section 2(a)(19) of the Act.

**SUMMARY OF APPLICATION:** Applicant, a registered investment company, requests an order under section 6(c) of the Act declaring that one of its directors, who also will be a director and officer of the parent company of a registered broker-dealer, will not be deemed an "interested person" of applicant.

**FILING DATE:** The application was filed on December 28, 1998.

**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 January 25, 1999, and should be accompanied by proof of service on 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 who wish to be notified of a hearing may request notification by writing to the SEC's Secretary.

**ADDRESSES:** Secretary, SEC, 450 Fifth Street, NW, Washington, DC 20549. Applicant: 505 Madison Street, Suite 220, Seattle, Washington 98104-1138.

**FOR FURTHER INFORMATION CONTACT:** Timothy R. Kane, Senior Counsel, at (202) 942-0615 or Mary Kay Frech, 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, 450 Fifth Street, NW., Washington, DC 20549 (tel. (202) 942-8090).

### Applicant's Representations

1. Bergstrom Capital Corporation ("Fund") is a Delaware corporation registered under the Act as a closed-end management investment company.

2. The Fund's board of directors is composed of five individuals, two of whom are not "interested persons" within the meaning of section 2(a)(19) of the Act ("Disinterested Directors").

3. William H. Sperber, one of the two Disinterested Directors, is also managing director, chief executive officer, and founder of The Trust Company of Washington ("TCW"). TCW is in the process of reorganization whereby it will become a wholly-owned subsidiary of Manzanita Capital, Inc. ("Manzanita").

As part of the reorganization, McAdams Wright Ragen, Inc. ("MWR"), a newly-formed company which is registered as a broker-dealer under the Securities Exchange Act of 1934 ("1934 Act"), will become a wholly-owned subsidiary of Manzanita. MWR will provide brokerage services to high net worth individuals and will not provide brokerage services to institutional investors.

4. As a result of the reorganization, Mr. Sperber will become a director and president of Manzanita. Mr. Sperber's responsibilities will continue to be related to the operations of TCW. Mr. Sperber will not become a director, officer, or employee of MWR, and will not be involved in any way with the day-to-day management of MWR. The reorganization is expected to be consummated on or about January 1, 1999.

### Applicant's Legal Analysis

1. Section 2(a)(19)(A)(v) of the Act defines an "interested person" of a registered investment company to include any broker-dealer registered under the 1934 Act or any affiliated person of the broker-dealer. Applicant states that Mr. Sperber may be deemed an affiliated person of MWR because he will be a director, president, and shareholder of Manzanita, an entity that controls MWR within the meaning of section 2(a)(9) of the Act. Because Mr. Sperber may be deemed an affiliated person of MWR, Mr. Sperber would be considered an interested person of the Fund.

2. Rule 2a19-12 under the Act provides, in relevant part, that a director of a registered investment company will not be considered an interested person

solely because the director is an affiliated person of a registered broker-dealer, provided that: (1) the broker-dealer does not execute any portfolio transactions for the "company complex," as that term is defined in the rule, engage in any principal transactions with the company complex, or distribute shares of the company complex, for at least six months prior to the time the director is to be considered independent and for the period during which the director continues to be considered independent; (2) the company's board of directors finds that the company and its shareholders will not be adversely affected if the broker-dealer does not engage in transactions for or with the company complex; and (3) no more than a minority of the company's independent directors are affiliated with broker-dealers. The Fund states that it may not rely on rule 2a19-1 in determining Mr. Sperber's status because, as one of only two Disinterested Directors, Mr. Sperber represents more than a minority of the Fund's Disinterested Directors.

3. The Fund requests an order under section 6(c) of the Act declaring that Mr. Sperber will not be deemed an interested person under section 2(a)(19) of the Act. Section 6(c) of the Act provides, in part, that the SEC may exempt any person from any provision of the Act or any rule under the Act if and to the extent the exemption is necessary or appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act.

4. Applicant states that its request for relief meets this standard. Applicant asserts that Mr. Sperber's relationship with MWR poses no potential conflict of interest because MWR has not and will not engage in business of any kind with the Fund. Applicant further states that Mr. Sperber will not be involved in the day-to-day management of MWR. In addition, applicant notes that, if the requested relief is granted, only 50% of the Fund's Disinterested Directors will be affiliated with a broker-dealer.

#### **Applicant's Condition**

Applicant agrees that any order granting the requested relief will be subject to the following condition:

1. The Fund will comply with all of the requirements of rule 2a19-1 with respect to Mr. Sperber, except paragraph (a)(3) of the rule.

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

**Margaret H. McFarland,**

*Deputy Secretary.*

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#### **SECURITIES AND EXCHANGE COMMISSION**

##### **Issuer Delisting; Notice of Application to Withdraw from Listing and Registration; (Hanger Orthopedic Group, Inc., Common Stock, Par Value \$.01 Per Share) File No. 1-10670**

December 31, 1998.

Hanger Orthopedic Group, Inc. ("Company") has filed an application with the Securities and Exchange Commission ("Commission") pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act") and Rule 12d2-2(d) promulgated thereunder, to withdraw the above specified security ("Security") from listing and registration on the American Stock Exchange, Inc. ("Amex" or "Exchange").

The reasons cited in the application for withdrawing the Security from listing and registration include the following:

The Security of the Company has been listed for trading on the Exchange and, pursuant to a Registration Statement on Form 8A which was filed on November 23, 1998, the New York Stock Exchange ("NYSE"). Trading in Company's Security on the NYSE commenced at the opening of business on December 15, 1998, and concurrently therewith the Security was suspended from trading on the Amex.

The Company has complied with the rules of the Exchange by filing with the Exchange a certified copy of preambles and resolutions adopted by the Company's Board of Directors authorizing withdrawal of its Security from listing on the Exchange and by setting forth in detail to the Exchange the reasons for such proposed withdrawal, and the facts in support thereof. In making the decision to withdraw its Security from listing on the Exchange, the Company considered the increase in the Company's visibility and enhanced liquidity of the Security expected to result from listing on the NYSE.

The Exchange has informed the Company that it has no objection to the withdrawal of the Company's Security from listing on the Exchange.

The Application relates solely to the withdrawal from listing of the

Company's Security from the Exchange and shall have no effect upon the continued listing of the Security on the NYSE.

By reason of Section 12(b) of the Act and the rules and regulations of the Commission, the Company shall continue to be obligated to file reports under Section 13 of the Act with the Commission and the NYSE.

Any interested person may, on or before January 28, 1999, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549, facts bearing upon whether the application has been made in accordance with the rules of the Exchange and what terms, if any, should be imposed by the Commission for the protection of investors. The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.

**Margaret H. McFarland,**

*Deputy Secretary.*

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#### **SECURITIES AND EXCHANGE COMMISSION**

[Release No. 35-26963]

##### **Filings Under the Public Utility Holding Company Act of 1935, as amended ("Act")**

December 31, 1998.

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 under the Act. All interested persons are referred to the applications(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 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 January 26, 1999, to the Secretary, Securities and Exchange Commission, Washington, D.C. 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,