display a statement in substantially the following form, subject to appropriate modification where circumstances require. Such statement shall be in capital letters, printed in bold-face roman type at least as large as ten-point modern type and at least two points leaded

IN CONNECTION WITH THIS OFFERING, CERTAIN PERSONS MAY ENGAGE IN TRANSACTIONS FOR THEIR OWN ACCOUNTS OR FOR THE ACCOUNTS OF OTHERS IN [IDENTIFY RELEVANT SEAQ INTERNATIONAL SECURITIES] PURSUANT TO EXEMPTIONS FROM RULES 10b–6, 10b–7 and 10b–8 UNDER THE SECURITIES EXCHANGE ACT OF 1934. SEE "[IDENTIFY SECTION OF OFFERING MATERIALS THAT DESCRIBES THE TRANSACTIONS TO BE EFFECTED]."

(b) There shall be included in the identified section of the offering materials a comprehensive description of the activities that may be undertaken by the relevant parties in the relevant SEAQ International securities during the distribution.

4. Record-keeping and reporting.

4.1 Each relevant party shall provide to the Exchange the information required in paragraph B4.2 with respect to its transactions in relevant SEAQ International securities in the UK: provided, that in the case of a rights issue, information is only required to be reported to the Exchange during the period or periods commencing at any time during the covered period for the qualified SEAQ International security that the rights exercise price does not represent a discount of a least 10 per cent from the then current market price of the security underlying the rights and continuing until (i) the end of the covered period for the qualified SEAQ International security or (ii) until the rights exercise price represents a discount of a least 12 percent from the then current market price of the security underlying the rights.1

4.2 When required pursuant to paragraph B4.1, the relevant parties will provide the following information to the Exchange in a Comma Delimited ASCII (American Standard Code for Information Interchange) format including a common record layout acceptable to the Exchange and the Division, with respect to transactions during the covered period for qualified SEAQ International securities during the reference period in qualified SEAQ International securities:

(a) the name of the security, date, time (of execution and also trade reported or transaction reported, as the case may be, where available to the relevant party), price and volume of each transaction: *provided*, that no information regarding a customer transaction shall be provided unless the transaction has a value of \$200,000 (currently \$310,000) or more;

(b) the exchange or inter-dealer quotation system on which the transaction was effected;

(c) an indication whether the transaction was for a proprietary account or the account

of a customer: *provided*, that a transaction effected by a relevant party for a customer account for which it has exercised discretionary authority shall be reported as a Discretionary Customer Trade; and

(d) the identity of a counterparty to the transaction.

4.3 The Exchange and the relevant parties shall keep all documents produced or prepared pursuant to paragraph B4.2 for a period of not less than two years.

4.4 Upon request, the Exchange will transmit the information provided by relevant parties pursuant to paragraph B4.2 within 30 days to the Division.

4.5 If the information required to be produced pursuant to paragraph B4.2 is not available from the Exchange, the relevant parties will upon request provide this information to the Division (at its offices in Washington DC) within 30 days, with respect to their own reportable transaction. The Division will notify the Exchange that it has received information pursuant to this paragraph and upon request will provide the Exchange the information submitted by the Exchange's member firms or their affiliates.

4.6 Representatives of a relevant party will be made available to respond to inquiries of the Exchange or the Division (in person at the offices of the Division or by telephone) relating to its records.

5. General conditions.

5.1 The lead underwriter, the global coordinator or equivalent person shall promptly, but in any event before the commencement of the covered period for the qualified SEAQ International security, provide a written notice to the Division and the Exchange containing the following information: (i) the name of the issuer and the qualified SEAQ International security; (ii) information with respect to the market capitalization and the average daily trading volume of the qualified SEAQ International security; (iii) if the notice is for more than one entity, the identity of all underwriters and selling group members relying on these exemptions; and (iv) a statement that the relevant parties are aware of the terms and conditions of the exemptions.

5.2 Where a Notice is required to be given pursuant to an exemption named in paragraph B1.1, the lead underwriter, the global manager or equivalent person may provide a single Notice: *provided*, that the Notice contains the information required by paragraph B5.1.

## Conclusion

This request for an exemption relates to distributions of those SEAQ or SEAQ International securities which meet the specified requirement statement above. A distribution of a SEAQ or SEAQ International security which is subject to rules 10b–6, 10b– 7 or 10b–8 and does not meet the terms of the new exemption, may be made subject to the 1993 exemption. A distribution of any SEAQ or SEAQ International security subject to rules 10b–6, 10b–7 and 10b–8 and falling outside this exemption, the 1993 exemption or any other exemption in force would require a specific grant of relief.

If you have any questions, please do not hesitate to call me or, in my absence, Mark Berman of our Legal department (071 707 3512). Yours sincerely. Dan Sheridan, *Head of Market Supervision.* [FR Doc. 95–1716 Filed 1–23–95; 8:45 am] BILLING CODE 8010–01–P

[Release No. 34–35233 File No. SR–CHX– 94–22]

## Self-Regulatory Organizations; Notice of Filing of Proposed Rule Change by Chicago Stock Exchange, Inc. Relating to Exclusive Issues

January 18, 1995.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"), 15 U.S.C. § 78s(b)(1), notice is hereby given that on November 10, 1994, the Chicago Stock Exchange, Inc. ("CHX" or "Exchange") filed with the Securities and Exchange Commission ("Commission") the proposed rule change and on January 4, and 9, 1995, filed Amendment Nos. 1 and 2, respectively, to the proposed rule change,1 as described in Items I, II and III below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

## I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The Chicago Stock Exchange, Incorporated, pursuant to Rule 19b–4 promulgated under the Securities Exchange Act of 1934, as amended, submits a proposed rule change relating to exclusive issue rules (Article XXX, Rule 23).

## II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The self-regulatory organization has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

<sup>&</sup>lt;sup>1</sup>For the purposes of this exemption, unless stated otherwise, the current market price for a qualified SEAQ International security shall be the closing mid-price at the end of the mandatory quote period for the day on SEAQ International.

<sup>&</sup>lt;sup>1</sup> See letters from David Rusoff, Foley & Lardner, to Amy Bilbija, SEC, dated December 29, 1994; and to Glen Barrentine, SEC, dated January 5, 1995. Amendment Nos. 1 and 2 made non-substantive changes to the proposal.