

10. Applicant proposes to offer and sell equity and debt securities in the United States. Applicant will not offer or sell any such securities unless (a) they are registered under the Securities Act of 1933 (the "Securities Act"), or (b) in the opinion of United States counsel for applicant there is an exemption from registration under the Securities Act available with respect to such offer and sale, or (c) the staff of the SEC states that they would not recommend that the SEC take any action under the Securities Act if the securities are not registered. In February 1996, applicant sold bonds in a Euro-offering in reliance on Regulation S under the Securities Act, including a private placement in reliance on rule 144A under the Securities Act.

11. Although applicant does not expect that the Government will guarantee payments on the notes that applicant proposes to sell in the United States, applicant states that investors would have the protection afforded by both the Indian regulation of ICICI's operations and the requirements of the Securities Act and the anti-fraud provisions of the Securities Exchange Act of 1934.

Applicant's Legal Analysis

1. Section 3(a)(3) of the Act defines an investment company to include any issuer engaged in the business of investing, reinvesting, owning, holding, or trading in securities, and that owns or proposes to acquire investment securities, having a value exceeding 40% of the issuer's total assets. As of March 31, 1996, 63.4% of applicant's assets consisted of obligations of industrial concerns pursuant to loans made to them by applicant. Such obligations could be deemed to be "investment securities" within the meaning of section 3(a)(3). As a result, applicant may be deemed to be an "investment company" under the Act. Applicant states that its financing activities currently fit within the literal language of sections 3(c)(5)(A) and (B) of the Act.¹ However, because ICICI's activities are expanding, it may not meet the requirements of section 3(c)(5) in the future. To prevent uncertainty as to its status under the Act, applicant requests an order pursuant to section 6(c) of the

Act for an exemption from all provisions of the Act.

2. Section 6(c) of the Act provides that the SEC may exempt any person or transaction from any provision of the Act or any rule thereunder to the extent that such 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. Applicant requests an order under section 6(c) exempting it from all provisions of the Act.

3. Rule 3a-6 under the Act excludes foreign banks from the definition of investment company for all purposes under the Act. A "foreign bank" is defined to include a banking institution "engaged substantially in commercial banking activity" which, in turn, is defined to include "extending commercial and other types of credit, and accepting demand and other types of deposits." Applicant believes that it is functionally equivalent to a foreign bank because it offers financial services and issues financial products similar to those offered and issued by traditional foreign banks, and it is subject to oversight, supervision, and regulation. Because applicant presently does not accept demand deposits, it may not be eligible for the exemption provided by rule 3a-6.

4. Applicant represents that RBI regulations governing its activities are similar to those governing commercial banks. The principal differences between RBI's regulation of non-bank financial institutions and banks are the non-banks' exemption from RBI regulations to minimum cash reserve ratios and statutory liquidity ratios and in the RBIs authority over the appointment of directors of bank boards only.

5. Applicant argues that, as a development financial institution designed to promote and provide a source of finance for industry in India, it is not within the intent of the Act and its characteristics different from the types of investment companies at which the Act was generally directed.

Applicant's Conditions

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

1. In connection with any offering by the applicant of its securities in the United States, the applicant will appoint an agent to accept service of process in any suit, action or proceeding brought on the securities and instituted in any state or federal court in the City or State of New York by the holder of any such securities. The applicant will

expressly submit to the jurisdiction of the New York State and United States Federal courts sitting in the City of New York with respect to any such suit, action or proceeding. Applicant will also waive the defense of an inconvenient forum to the maintenance of any such action or proceeding. Such appointment of an agent to accept service of process and such consent to jurisdiction shall be irrevocable until all amounts due and to become due in respect of debt securities have been paid and until any equity securities offered in the United States are no longer outstanding. No such submission to jurisdiction or appointment of agent for service of process will affect the right of a holder of any such security to bring suit in any court which shall have jurisdiction over the applicant by virtue of the offer and sale of such securities or otherwise.

2. Applicant will rely on this order only so long as (a) its activities conform to the activities described in the application and (b) applicant continues to be regulated by the Government as a financial institution, as described in the application.

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

Margaret H. McFarland,
Deputy Secretary.

[FR Doc. 96-32719 Filed 12-24-96; 8:45 am]

BILLING CODE 8010-01-M

Issuer Delisting; Notice of Application To Withdraw From Listing and Registration; (Providence Energy Corporation, Common Stock, \$1.00 Par Value) File No. 1-10032

December 19, 1996.

Providence Energy Corporation ("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").

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

According to the Company, the Board of Directors of the Company adopted resolutions on October 17, 1996, to withdraw the Common Stock from listing on the Amex and, instead, to list such Common Stock on the New York Stock Exchange, Inc. ("NYSE").

¹ Sections 3(c)(5)(A) and (B) except from the definition of "investment company" any person who is not engaged in the business of issuing certain specified securities and who is primarily engaged in (A) "purchasing or otherwise acquiring notes, drafts, acceptances, open accounts receivable, and other obligations representing part of all of the sales price of merchandise, insurance, and services" and (B) "making loans to manufacturers, wholesalers, and retailers of, and to prospective purchasers of, specified merchandise, insurance, and services."

Any interested person may, on or before January 13, 1997, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549, facts hearing upon whether the application has been made in accordance with the rules of the exchanges 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.

Jonathan G. Katz,
Secretary.

[FR Doc. 96-32715 Filed 12-24-96; 8:45 am]

BILLING CODE 8010-01-M

[Rel. No. IC-22407; 812-10258]

Van Kampen American Capital Equity Opportunity Trust, et al.

December 18, 1996.

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

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

APPLICANTS: Van Kampen American Capital Equity Opportunity Trust (the "Trust"), on behalf of itself and its series, Stepstone Growth Equity and Treasury Securities Trust, Series 1, Stepstone Funds on behalf of itself and its portfolio, Stepstone Growth Equity Fund (the "Equity Fund"), Van Kampen American Capital Distributions, Inc. (the "Sponsor"), Pacific Alliance Capital Management (the "Adviser"), and SEI Financial Services Company (the "Distributor").

RELEVANT ACT SECTIONS: Order requested under section 11(a) for an exemption from section 11(c).

SUMMARY OF APPLICATION: Applicants request an order to permit certain offers of exchange involving the Trust.

FILING DATE: The application was filed on July 22, 1996 and amended on November 22, 1996.

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 applicants 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 13, 1997 and should be accompanied by proof of service on the applicants, in the form of an affidavit or, for lawyers, a certificate of service. Hearing request 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 5th Street, N.W., Washington, D.C. 20549. Applicants: The Sponsor and the Trust, One Parkview Plaza, Oak Brook Terrace, Illinois 60181; the Adviser, 475 Sansome Street, San Francisco, CA 94111; the Funds, 2 Oliver Street, Boston, MA 02109; and the Distributor, 680 East Swedesford Road, Wayne, PA 19087-1658.

FOR FURTHER INFORMATION CONTACT:

Sarah A. Buescher, Staff Attorney, at (202) 942-0573, 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.

Applicants' Representations

1. The Trust is a unit investment trust registered under the Act that will consist of a series of unit investment trusts, each of which will be similar but separate and designated by a different series number ("Trust Series"). Each Trust Series will be created under the laws of one of the United States pursuant to a trust agreement which will contain information specific to that Trust Series and which will incorporate by reference the master trust indenture between the Sponsor and a financial institution that is a bank within the meaning of section 2(a)(5) of the Act and that satisfies the criteria in section 26(a) of the Act (the "Trustee"), and an evaluator. The trust agreement and the master trust indenture are referred to collectively as the "Trust Agreement."

2. The Sponsor is a Delaware corporation and a wholly-owned subsidiary of Van Kampen American Capital, Inc. The Sponsor is a registered broker-dealer and a member of the National Association of Securities Dealers, Inc. The Sponsor currently acts as principal underwriter for the Van Kampen American Capital of Mutual Funds.

3. Stepstone Funds is an open-end management investment company registered under the Act. Stepstone Funds is not affiliated with the Sponsor

or the Trust. The Equity Fund is one of fourteen portfolios offered by Stepstone Funds (collectively, the "Funds"). Stepstone Funds has entered into an investment advisory agreement with the Adviser pursuant to which the Adviser acts as an investment adviser for the Equity Fund and the other portfolios of Stepstone Funds.

4. Several of the Funds, including the Equity Fund, offer two classes of shares, the Institutional Class and the Investment Class. The Institutional Class is offered without a sales charge. The Investment Class is offered at net asset value plus a front-end sales load. Purchases of the Investment Class shares in the amount of \$1 million or more are not subject to a front-end sales load, but redemptions of such amounts, purchased in reliance upon the waiver accorded to purchases of \$1 million or more, within one year of purchase are subject to a contingent deferred sales load ("CDSL").

5. Certain Funds, including the Equity Fund, have adopted a distribution plan with respect to their Investment Class shares pursuant to rule 12b-1 under the Act ("12b-1 Plan"). With respect to each portfolio's 12b-1 Plan, Stepstone Funds is authorized to pay the Distributor a fee at the annual rate of up to 0.40% of the respective portfolio's Investment Class shares average daily net assets, of which a maximum of .25% may be used to compensate broker-dealers and service providers that provide administrative and/or distribution services to Investment Class shareholders of their customers who beneficially own Investment Class shares. For the current year, the Distributor has agreed to waive any fees payable pursuant to the 12b-1 Plan for several of the Funds. The Distributor reserves the right, however, to terminate its waiver at any time at its sole discretion. The Distributor is a registered broker-dealer and acts as underwriter for the shares of the Funds.

6. Each Trust Series will have a portfolio consisting initially of shares of one of the Funds and zero coupon obligations. The Sponsor's obligation to purchase any such obligations from third parties in order to fulfill contracts to purchase such obligations held by a Trust Series will be backed by an irrevocable letter of credit. All zero coupon obligations in any one Trust Series will have essentially identical maturities.

7. The Trust Series are intended to be offered to the public initially at prices based on the net asset value of the shares of the Fund selected for deposit in that Trust Series, plus the offering side value of the zero coupon