company unless the SEC has issued an order authorizing the arrangement. Applicants believe that the Funds, by participating in the proposed transactions, and the Adviser, by managing the proposed transactions, could be deemed to be participating in a joint arrangement within the meaning of section 17(d) and rule 17d–1.

8. In determining whether to grant an exemption under rule 17d–1, the SEC considers whether the investment company's participation in the joint enterprise is consistent with the provisions, policies, and purposes of the Act, and the extent to which such participation is on a basis different from or less advantageous than that of other participants. Applicants assert that no Participating Fund or Central Fund will participate in the proposed transactions on a basis that is different from or less advantageous than that of any other participant and that the transactions will be consistent with the Act.

Applicants' Conditions

Applicants agree that the order granting the requested relief will be subject to the following conditions:

1. The shares of the Central Funds sold to and redeemed from the Participating Funds will not be subject to a sales load, redemption fee, distribution fee under a plan adopted in accordance with rule 12b–1, or service fee (as defined in rule 2830(b)(9) of the NASD Conduct Rules).

2. If the Adviser collects a fee from a Central Fund for acting as its investment adviser with respect to assets invested by a Participating Fund, before the next meeting of the board of trustees of a Participating Fund that invests in the Central Funds is held for the purpose of voting on an advisory contract under section 15 of the Act, the Adviser to the Participating Fund will provide the board of trustees with specific information regarding the approximate cost to the Adviser for, or portion of the advisory fee under the existing advisory fee attributable to, managing the assets of the Participating Fund that can be expected to be invested in such Central Funds. Before approving any advisory contract under section 15, the board of trustees of such Participating Fund, including a majority of the trustees who are not ''interested persons,'' as defined in section 2(a)(19) of the Act, shall consider to what extent, if any, the advisory fees charged to the Participating Fund by the Adviser should be reduced to account for the fee indirectly paid by the Participating Fund because of the advisory fee paid by the Central Fund to the Adviser. The minute books of the Participating Fund will record fully the trustees' consideration in approving the advisory contract, including the considerations relating to fees referred to above.

3. Each of the Participating Funds will invest uninvested cash in, and hold shares of, the Central Funds only to the extent that the Participating Fund's aggregate investment in the Central Funds does not exceed 25% of the Participating Fund's total net assets. For purposes of this limitation, each Participating Fund or series thereof will be treated as a separate investment company.

4. Investment in shares of the Central Funds will be in accordance with each Participating Fund's respective investment restrictions, if any, and will be consistent with each Participating Fund's policies as set forth in its prospectuses and statements of additional information.

5. Each Participating Fund, the Central Funds, and any future Fund that may rely on the order shall be part of a ''group of investment companies,'' as defined in section 12(d)(1)(G)(ii) of the Act, that includes either CAT or PFMMS.

6. No Central Fund shall acquire securities of any other investment company in excess of the limits contained in section 12(d)(1)(A) of the Act.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 97–30863 Filed 11–24–97; 8:45 am]

BILLING CODE 8010–01–M

SECURITIES AND EXCHANGE COMMISSION

[Release No. 35–26781]

Filings Under the Public Utility Holding Company Act of 1935, as Amended (''Act'')

November 18, 1997.

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 thereunder. All interested persons are referred to the application(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 thereto 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 December 12, 1997, 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, in case of an attorney at law, by certificate) should be filed with the request. Any request for hearing shall identify specifically the issues of fact or law that are disputed. A person who so requests will be notified of any hearing, if ordered, and will receive a copy of any notice or order issued in the matter. After said date, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

Eastern Utilities Associates (70–6583)

Eastern Utilities Associates (''EUA''), P.O. Box 2333, Boston, Massachusetts 02107, a registered holding company, has filed a post-effective amendment to its application-declaration filed under Sections 6(a) and 7 of the Act and rule 54 under the Act.

EUA is currently authorized under an order of the Commission dated December 19, 1994 (HCAR No. 26193) (''Prior Order'') to sell up to 6.8 million of its authorized common shares under its Dividend Reinvestment and Common Share Purchase Plan (''Plan'') through December 31, 1997. Under the Prior Order, EUA is authorized to issue these shares or to purchase them on the open market. As of November 1, 1997, EUA has sold 6,042,088 of its authorized common shares under the Plan.

EUA now proposes to extend its authority to sell the remaining 757,912 shares of its common stock under the Plan through December 31, 2000. In addition, EUA proposes to sell up to one million additional shares of its common stock under the Plan from time to time through December 31, 2000. EUA will either issue the shares of its common stock it sells under the Plan or purchase them on the open market.

EUA will use the proceeds from the sale of common shares under the Plan for investment in its subsidiaries, payment of its indebtedness and/or for its general corporate purposes.

Consolidated Natural Gas Company, et al. (70–8621)

Consolidated Natural Gas Company (''Consolidated''), CNG Tower, Pittsburgh, Pennsylvania 15222–3199, a registered holding company, and its wholly owned nonutility subsidiary, CNG Energy Services Corporation (''Energy Services''), One Park Ridge Center, Pittsburgh, Pennsylvania 15244–

0746, have filed a post-effective amendment to an application-declaration under sections 6(a), 7, 9(a), 10, 12(b) and 13(b) of the Act and rules 45, 54, 83–91 thereunder.

By order dated February 27, 1987 (HCAR No. 24329), the Commission authorized Energy Services, among other things, to be the gas marketing subsidiary for the Consolidated System. This order authorized Energy Services, as a gas marketer, to purchase, pool, transport, exchange, store and sell gas supplies from competitively priced sources, including the spot markets, independent producers and brokers, and CNG Producing Company (''Gas Related Activities'').

By order dated July 26, 1995 (''Order'') Energy Services was authorized, through December 31, 1997, to invest an aggregate amount up to $150 million to acquire: (1) An ownership interest, which may be up to 50% of the voting or nonvoting stock, in one or more corporations established for the sole purpose of engaging in Gas Related Activities; (2) either in its own name or through a wholly owned special purpose subsidiary company, up to 50% of the general partnership interest in one or more partnerships, or up to 50% voting equity interest in one or more other joint business entities such as joint ventures or limited liability companies, which are established for the sole purpose of engaging in Gas Related Activities; and/or (3) up to 100% of the limited partnership interests in one or more partnerships established for the sole purpose of engaging in Gas Related Activities (collectively, ''Authorized Activities''). None of the projects in which Energy Services may invest can be a public-utility company.

As of June 30, 1997 Energy Services has invested, under the Order, $19.168 million and $14.845 million in two pipeline gathering systems, respectively, in the Main Pass area near the Alabama coast of the Gulf of Mexico. The Order also authorized Consolidated and Energy Services to guarantee their obligations incurred as a result of equity investments made in the joint entities. To date, no guarantees have been issued.

The applicants now propose to extend the period of authorization, through December 31, 2002, whereby the applicants may invest the remaining $115.987 million and an additional $84.013 million (totaling $200 million) in Authorized Activities under the terms and conditions set forth in the Order.

Consolidated and Energy Services also propose to continue to make guarantees of obligations to make equity investments in the joint entities, up to an aggregate principal amount of $200 million under the terms and conditions set forth in the Order.[1]

Energy Services proposes to continue to enter into service agreements with one or more of the entities in which it is investing. These agreements would be in the form of an operating and maintenance agreement under which Energy Services would operate and manage the business of the entity, and/or administrative services agreement whereby Energy Services would provide certain administrative services. Under the proposed service agreements, Energy Services would be compensated according to the ''at cost'' requirements of section 13 and the corresponding rules.

Energy Services proposes to finance its $200 million investment in Authorized Activities by: (1) Selling shares of its common stock[2] to Consolidated; (2) open account advances;[3] and (3) long-term loans.[4]

Monongahela Power Company, et al. (70–9121)

Monongahela Power Company (''Monongahela''), 1310 Fairmont Avenue, Fairmont, West Virginia 26554, The Potomac Edison Company (''Potomac Edison''), 10435 Downsville Pike, Hagerstown, Maryland 21740, and West Penn Power Company (''West Penn''), 800 Cabin Hill Drive, Greensburg, Pennsylvania 15601, each an electric utility subsidiary of Allegheny Energy, Inc., a registered holding company, have filed a declaration under sections 6(a), 7, 9(a), 10 and 12(c) of the Act and rule 53 under the Act.

By order dated February 4, 1977 (HCAR No. 19875), the Commission authorized Monongahela, Potomac Edison and West Penn (''Declarants'') to issue notes (''Series A Notes'') to The Greene County Industrial Authority, Greene County, Pennsylvania (''Authority''). Declarants issued these notes in connection with the issuance of five series of Bonds (together, ''Series A Bonds'') by the Authority used to finance certain pollution control equipment and facilities (''Facilities'') at a generating station in Greene County that is jointly owned by Declarants. The Series A Bonds were issued in an aggregate principal amount of $27.495 million, of which $24.995 million currently remains outstanding.

The Authority intends to issue three series of the bonds in an aggregate principal amount of $24.995 million (together, ''Series B Bonds''), the proceeds of which will be used to refund the Series A Bonds that remain outstanding. Declarants now request authority through December 31, 2002 to issue notes (''Series B Notes'') to support the contemporaneous issuance of the Series B Bonds by the Authority. The Series A Notes will be canceled.

The Series B Bonds will be issued under a supplemental trust indenture with a corporate trustee, approved by Declarants, and sold at a time, interest rate, and price approved by Declarants. The interest rate for the Series B Bonds will not exceed the interest rate of the corresponding series of Series A Bonds presently outstanding. The Series B Bonds will mature no later than the year 2020.

Each Declarant will issue a Series B Note that will correspond to that series of Series B Bonds issued by the Authority on its behalf with respect to principal amount, interest rate and redemption provisions. In addition, each Series B Notes will have principal payment installments that correspond to any mandatory sinking fund payments and stated maturities of the corresponding Series B Bonds. The Series B Notes will be secured by a second lien on the Facilities and certain other properties, subject to the lien securing each Declarant's first mortgage bonds.

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[1] The guarantees would be calculated as part of the maximum $2 billion authority to guarantee obligations of subsidiaries granted to Consolidated and its subsidiaries in *Consolidated Natural Gas Co.*, Holding Co. Act Release No. 26500 (Mar. 28, 1996).

[2] Energy Services currently has authorized 4,000 shares of common stock par value $1.00 per share. However, it has requested in a pending proceeding in File No. 70–8981 for authority to increase its common stock equity to 50,000 shares of common stock, par value $10,000 per share.

[3] Open account advances may be made to Energy Services on a revolving basis to finance the Authorized Activities. Open account advances will be made under letter agreement with Energy Services and will be repaid on or before a date not more than one year from the date of the first advance with interest at the same effective rate of interest as Consolidated's weighted average effective rate for commercial paper and/or revolving credit borrowings. If no borrowings are outstanding, the interest rate shall be predicated on the Federal Funds' effective rate of interest as quoted daily by the Federal Reserve Bank of New York. Only outstanding amounts of open account advances will be calculated against the $200 million financing limits requested in this filing.

[4] Loans to Energy Services will be evidenced by long-term non-negotiable notes of Energy Services maturing over a period of time (not in excess of 50 years) to be determined by the officers of Consolidated, with the interest predicated on and equal to Consolidated's cost of funds for comparable borrowings. In the event Consolidated has not had recent comparable borrowings, the rates will be tied to the Salmon Brothers, Inc. Bond Market Roundup or similar publication on the date nearest to the time of takedown. All loans may be prepaid at any time without premium or penalty.

Payment on the Series B Notes will be applied to pay the maturing principal and redemption price of and interest and other costs on the Series B Bonds as such amounts become due. Each Declarant also proposes to pay any trustees' fee or other expenses incurred by the Authority.

Yankee Atomic Electric Company (70–9135)

Yankee Atomic Electric Company (''Yankee Atomic''), 580 Main Street, Bolton, Massachusetts 01740, an indirect electric utility subsidiary of New English Electric System and Northeast Utilities, both registered holding companies, has filed a declaration under Sections 6(a) and 7 of the Act and rule 54 under the Act.

By order dated December 28, 1995 (HCAR No. 26441), the Commission authorized Yankee Atomic to incur short-term borrowings through December 31, 1997 from banks up to an aggregate principal amount of $10 million at any one time. Yankee Atomic now requests an extension of this authority through December 31, 2002.

Yankee Atomic will evidence its borrowings through the issuance of notes that will be payable in less than one year from the date of issuance. The interest rate will not exceed the lending bank's base or prime lending rate, or the high federal funds rate, plus 1% in either case. Yankee Atomic pays fees to the banks in lieu of compensating balance arrangements. Yankee Atomic will use the proceeds to meet its working needs.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 97–30861 Filed 11–24–97; 8:45 am]

BILLING CODE 8010–01–M

SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 22895; 812–10624]

UAM Funds, Inc., et al.; Notice of Application

November 19, 1997.

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

ACTION: Notice of application for an order under section 12(d)(1)(J) of the Investment Company Act of 1940 (the ''Act'') for an exemption from section 12(d)(1)(G)(i)(II), and under sections 6(c) and 17(b) for an exemption from section 17(a).

SUMMARY OF THE APPLICATION: Applicants seek an order that would permit a fund of funds relying on section 12(d)(1)(G) to make direct investments in equity and fixed income securities. The order also would permit applicants to redeem shares in-kind under certain circumstances.

APPLICANTS: UAM Funds, Inc. (the ''Fund''), on behalf of the TS & W Balanced Portfolio (the ''Balanced Portfolio'') and the TS & W International Equity Portfolio (the ''International Equity Portfolio'') (collective, the ''Portfolios''), and Thompson, Siegel & Walmsley, Inc. (the ''Adviser'').

FILING DATES: The application was filed on April 18, 1997, and amended on August 4, 1997. Applicants have agreed to file an additional amendment, the substance of which is incorporated in this notice, during the notice period.

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 December 15, 1997, and should be accompanied by proof of service on applicants, 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 may request notification of a hearing by writing to the SEC's Secretary.

ADDRESSES: Secretary, SEC, 450 Fifth Street, N.W., Washington, D.C. 20549. Applicants, One International Place, 44th Floor, Boston, MA 02110.

FOR FURTHER INFORMATION CONTACT: Kathleen L. Knisely, Staff Attorney, at (202) 942–0517, or Christine Y. Greenless, 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, N.W., Washington, D.C. 20549 (tel. 202–942–8090).

Applicants' Representations

1. The Fund, a Maryland corporation, is registered under the Act as an open-end management investment company and is comprised of multiple series, including the Portfolios.[1] The Balanced Portfolio invests in a diversified portfolio of common stocks of established companies and investment grade fixed income securities. The Balanced Portfolio may invest in equity securities issued by foreign companies as provided in its investment policies.

2. The International Equity Portfolio generally invests in equity securities of established companies listed on U.S. or foreign securities exchanges. The International Equity Portfolio also may invest in convertible bonds, convertible preferred stocks, non-convertible preferred stocks, fixed income securities of governments, government agencies, supranational agencies and companies, and cash equivalents (including foreign money market instruments). The International Equity Portfolio may purchase and sell options on any of the above-mentioned securities and also may invest in closed-end investment companies holding foreign securities.

3. The Adviser, registered under the Investment Advisers Act of 1940, serves as investment adviser to the Portfolios. The Adviser is a wholly-owned subsidiary of United Asset Management Corporation (''UAM''), which is a Delaware holding company incorporated for the purpose of acquiring and owning firms engaged primarily in institutional investment management.

4. The Adviser receives an advisory fee based on a percentage of net assets of the particular Portfolio. The Adviser currently intends to waive its advisory fee with respect to the portion of the Balanced Portfolio's assets that are invested in the shares of the International Equity Portfolio by excluding these assets from the net assets of the Balanced Portfolio for purposes of calculation of the advisory fee. Currently, no sales loads or other distribution charges will be incurred by the Balanced Portfolio in purchasing shares of the International Equity Portfolio. Other expenses incurred by the International Equity Portfolio will be borne by it, and thus indirectly by the Balanced Portfolio.

5. Applicants propose to use the International Equity Portfolio as a means to invest a portion of the Balanced Portfolio's assets in foreign equity securities. Applicants believe that the use of a single investment vehicle to invest in a broadly diversified portfolio of foreign equity securities will provide the Balanced Portfolio with the most effective exposure to the

[1] Until October 31, 1995, the Fund was named The Regis Fund, Inc. All parties that currently intend to rely on the order are named as applicants.