

approved an agreement and plan of reorganization between Fund B and Lincoln National Variable Annuity Fund A ("Fund A").¹ The Board of Directors of Lincoln Life and the Boards of Managers of Fund A and Fund B recommended the reorganization on the basis that the consolidation of Fund A and Fund B would lead to economies of scale and administrative efficiencies. Each board further believed that the reorganization was in the best interests of Fund B contract owners in that Fund A, having substantially greater assets than Fund B, had greater flexibility in making investments than did Fund B. In addition, the passage of the Tax Reform Act of 1984 effectively eliminated any justification for the maintenance of both Fund A and Fund B.

6. In connection with the reorganization, on May 5, 1995, Lincoln Life, Fund A, and Fund B together filed an application with the Commission for an order of exemption pursuant to Section 17(b) of the 1940 Act from the provisions of Section 17(a) of the 1940 Act (File No. 812-9590). The application was noticed on August 3, 1995, and an order granting the exemption was issued August 30, 1995.

7. Also, in connection with the reorganization, a registration statement on form N-14 under the 1933 Act (File No. 33-59587) was filed with the Commission on May 25, 1995. The registration statement contained a prospectus/proxy statement that was furnished by the respective Boards of Managers of Fund A and Fund B to all Fund A and Fund B contract owners to solicit voting instructions from such contract owners as to the reorganization and other matters.

8. On August 1, 1995, the contract owners of Fund B met and approved an Agreement and Plan of Reorganization ("Agreement") to merge Fund B into Fund A. Pursuant to the terms of the Agreement, on October 4, 1995, Fund B transferred all of its assets to Fund A and had all of its liabilities and contractual obligations assumed by Fund A, in return for accumulation and annuity units of Fund A. The units of Fund A held by Fund B were then credited to the contract owners of Fund B as follows: each Fund B contract owner was credited with the number of Fund A accumulation or annuity units (both full and fractional) that equals the total accumulation or annuity value under the contract owner's Fund B contract.

9. Lincoln Life paid all of the expenses in connection with the reorganization, including costs associated with printing and distributing proxy materials, counting contract owner instructions, legal and auditing fees, and expenses of holding the meeting of contract owners.

10. As of October 3, 1995, the nearest date practicable preceding the reorganization, there were 611 variable annuity contracts outstanding supported by Fund B. The net asset value as of that date was \$7.98 per share, \$7,931,344 in aggregate.

11. The last variable annuity contract was surrendered on October 4, 1995, and the proceeds paid from Fund B upon surrender of those contracts were based upon the accumulation unit values as of that date. As of October 4, 1995, therefore, Fund B had no contract owners and, accordingly, had no contractual liability for the surrender value of any outstanding variable annuity contracts.

12. Fund B has not, within the last 18 months, transferred any of its assets to a separate trust, the beneficiaries of which were or are security holders of Fund B.

13. Fund B has retained no assets and has no security holders. Fund B does not have any debts or other liabilities which remain outstanding and is not a party to any litigation or administrative proceeding.

14. Fund B is not now engaged, nor does it propose to engage, in any business activities other than those necessary for the winding-up of its affairs. Fund B intends to file, after receipt of the relief requested, a certificate of dissolution or similar documents in accordance with state law.

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

Jonathan G. Katz,

Secretary.

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[Release No. 35-26540]

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

July 5, 1996.

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 July 29, 1996, 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.

American Electric Power Company, Inc. (70-5943)

American Electric Power Company, Inc. ("AEP"), 1 Riverside Plaza, Columbus, Ohio 43215, a registered holding company, has filed a post-effective amendment to its declaration under sections 6(a), 7, 32 and 33 of the Act and rules 53 and 54 thereunder.

By orders dated January 3, 1986 (HCAR No. 23980), December 18, 1987 (HCAR No. 24534), December 27, 1990 (HCAR No. 25233) and December 1, 1993 (HCAR No. 25936), the Commission authorized AEP to issue and sell, through December 31, 1996, up to 44 million shares of its authorized but unissued shares of common stock, \$6.50 par value ("Common Stock"), pursuant to its Dividend Reinvestment and Stock Purchase Plan ("Plan"). Through May 15, 1996, a total of 43,416,621 shares of Common Stock had been issued and sold, leaving a balance of 583,379 shares of Common Stock ("Remaining Shares").

By order dated May 10, 1996 (HCAR No. 26516), the Commission authorized, among other things, the use of proceeds of the issuance and sale of up to ten million shares of Common Stock, including Common Stock issued under the Plan, for the acquisition of interests in exempt wholesale generators ("EWGs") and foreign utility companies ("FUCOS"), subject to a limitation on such investments to an amount equal to 50% of AEP's consolidated retained

¹ Fund A is registered with the Commission under the 1940 Act (File No. 811-1434). A copy of the agreement was filed with the Commission on May 25, 1995, as Exhibit A to a registration statement on Form N-14 (File No. 33-59587).

earnings, in accordance with rule 53 under the Act.

AEP now proposes to extend the time period during which it may issue and sell the Remaining Shares, and issue and sell an additional ten million shares of Common Stock, pursuant to the Plan, through December 31, 2000. As a result thereof, AEP will have total authorization under the Plan to issue and sell up to 54 million shares of Common Stock.

The proceeds of the issuance and sale of the additional shares of Common Stock will be used: (1) To pay, at maturity, unsecured debt of AEP; (2) to make additional investments in the common stock equities of AEP's subsidiaries; and (3) for other general corporate purposes, including the acquisition of interests in EWGs and FUCOs.

Entergy Corporation, et al. (70-8861).

Entergy Corporation ("Entergy"), 639 Loyola Avenue, New Orleans, Louisiana 70113, a registered holding company, and two of its wholly-owned subsidiaries, Entergy Operations, Inc. ("Entergy Operations"), Echelon One, 1340 Echelon Parkway, Jackson, Mississippi 39213 and Entergy Services, Inc. ("Entergy Services" and together with Entergy and Entergy Operations, "Applicants"), 639 Loyola Avenue, New Orleans, Louisiana 70113, have filed an application-declaration under sections 6(a), 7, 9(a), 10 and 13 of the Act and rules 45, 86, 87, 90 and 91.

Applicants requests authority for Entergy to establish a new subsidiary named Entergy Nuclear, Inc. ("Entergy Nuclear"), to serve as a holding company for one or more wholly-owned special purpose companies ("Subsidiaries"). Entergy Nuclear will, directly or through the subsidiaries, provide nuclear plant operations, management and other nuclear-related services and products to domestic and foreign nonassociate companies. All such nuclear-related services and any related products would be provided to nonassociates at market prices.

Entergy Services provides certain administrative, financial, and support services to associates in the Entergy system. To support the sale by Entergy Nuclear of services to nonassociates, Applicants propose that Entergy Services enter into a service agreement with Entergy Nuclear. Under this agreement, Entergy Services may provide to Entergy Nuclear certain administrative and support services that will enable Entergy Nuclear to provide such services to nonassociates. Entergy Nuclear will reimburse Entergy Services for these services at cost, in accordance

with rules 90 and 91 under the Act. Additionally, each of Entergy Nuclear and Entergy Services may provide to the other intellectual property it has developed or otherwise acquired.

Entergy Operations currently operates and manages the five nuclear power generating plants in the Entergy system, which are owned by certain Entergy subsidiaries ("System Nuclear Owners"). To support the sale by Entergy Nuclear of services to nonassociates, Applicants propose that Entergy Operations enter into an agreement with Entergy Nuclear. Under this agreement, Entergy Operations will provide to Entergy Nuclear certain services and products related to nuclear business operations, including the sharing and/or loaning of personnel, that will enable Entergy Nuclear to provide such services to nonassociates.

Under the agreement between Entergy Operations and Entergy Nuclear, Entergy Nuclear may also provide certain services and products related to nuclear business operations, including the sharing and/or loaning of personnel, to Entergy Operations. Each of Entergy Operations and Entergy Nuclear will reimburse the other for services rendered under the agreement at cost, in accordance with rules 90 and 91.

The agreement between Entergy Nuclear and Entergy Operations will also provide that each may provide to the other intellectual property it has developed or otherwise acquired. Under the agreement, Entergy Nuclear may sell to nonassociates rights to intellectual property obtained under the agreement from Entergy Operations, provided that no such sale would prohibit or restrict the continued use of such property by Entergy Operations or the System Nuclear Owners.

Applicants additionally propose that Entergy Nuclear provide certain nuclear-related services and products to each of the Subsidiaries pursuant to a separate agreement with each such Subsidiary. Each such agreement will also provide for the provision of services related to nuclear business operations by the Subsidiary to Entergy Nuclear.

Services provided by either Entergy Nuclear or the Subsidiary under such an agreement may involve the sharing and/or loaning of personnel from time to time. These services will be provided in accordance with rules 90 and 91. Additionally, each of Entergy Nuclear and a Subsidiary may, under a service agreement between the two, provide to the other certain intellectual property it has developed or otherwise acquired.

Entergy requests authority to make investments in Entergy Nuclear, at one time or from time to time, up to an aggregate amount of \$10 million outstanding at any one time through December 31, 2001. Such investments may take the form of (1) purchase of common stock, (2) capital contributions and open accounts, (3) loans, (4) guarantees of securities or other obligations, or (5) any combination thereof. Further, Entergy Nuclear proposes, through December 31, 2001, to lend to, or act as co-surety or indemnitor with respect to the securities or other obligations of, the Subsidiaries for amounts aggregating up to \$10 million.

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

Jonathan G. Katz,
Secretary.

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[Investment Company Act Rel. No. 22053; 812-8418]

Samuel Evans Wyly, et al.; Notice of Application

July 5, 1996.

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

ACTION: Notice of application for temporary and permanent orders under the Investment Company Act of 1940 ("Act").

APPLICANTS: Samuel Evans Wyly ("Wyly"); Maverick Capital, Ltd. ("Maverick").

RELEVANT ACT SECTIONS: Temporary and Permanent orders requested under section 9(c) for an exemption from the provisions of section 9(a).

SUMMARY OF APPLICATION: Applicants have requested temporary and permanent orders under section 9(c) exempting Wyly and Maverick from the disqualification provisions of section 9(a) with respect to a securities-related injunction entered against Wyly. The orders would permit Maverick to serve as investment subadviser to one portfolio of The Palladian Trust (the "Trust")

FILING DATES: The application was filed on May 28, 1993, and amended on October 1, 1993, December 6, 1994, November 15, 1995, March 1, 1996, and May 15, 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