Applicants contend that, because the Fund is not required under state law to hold annual shareholder meetings, these expenses need not be incurred unless a shareholder meeting is specifically required,

4. Applicants assert that shareholders have determined, by approving the Management Agreement, to rely on the Adviser's ability to recommend and monitor Money Managers. Thus, shareholders understand and expect the Adviser to be primarily responsible for changing Money Managers or Money Manager Agreements.

5. Applicants argue that it is not necessary to require shareholder approval to implement the applicable shareholder protections of the Act because changes in Money Managers or Money Manager Agreements that are not approved by shareholders will be negotiated at arms-length with unaffiliated Money Managers.

6. Section 6(c) of the Act provides that the SEC may exempt any person, security, or transaction from any provision of the Act if and 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. Applicants believe that the requested order is 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's Conditions

Applicants agree that the order shall be subject to the following conditions:

1. Before a Portfolio may rely on the order requested in the application, the operation of the Portfolio in the manner described in the application will be approved by a majority of the outstanding voting securities, as defined in the Act, of the Portfolio or, in the case of a new Portfolio whose public shareholders purchase shares on the basis of a prospectus containing the disclosure contemplated by condition 2 below, by the sole initial shareholder(s) before offering shares of such Portfolio to the public.

2. Any Portfolio relying on the requested relief will disclose in this prospectus the existence, substance, and effect of any order granted pursuant to the application.

3. The Adviser will provide management and administrative services to the Fund and, subject to the review and approval of the Fund's Board, will: set the Portfolios' overall investment strategies; select Money Managers; allocate and, when appropriate, reallocate each Portfolio's assets among Money Managers; monitor and evaluate Money Manager performance; and oversee Money Manager compliance with the Portfolio's investment objectives, policies, and restrictions.

4. A majority of the Fund's board will be persons who are not ''interested persons'' of the Fund (as defined in section 2(a)(19) of the Act) (''Independent Directors''), and the nomination of new or additional Independent Directors will be placed within the discretion of the then existing Independent Directors.

5. The Fund will not enter into a Money Manager Agreement with any Money Manager that is an ''affiliated person'' of the Fund or the Adviser (as defined in section 2(a)(3) of the Act) (''Affiliated Money Manager'') other than by reason of serving as Money Manager to one or more Portfolios without such Agreement, including the compensation to be paid thereunder, being approved by the shareholders of the applicable Portfolio.

6. When a Money Manager change is proposed for a Portfolio with an Affiliated Money Manager, the Fund's directors, including a majority of the Independent Directors, will make a separate finding, reflected in the Fund's board minutes, that such change is in the best interests of the Portfolio and its shareholders and does not involve a conflict of interest from which the Adviser or the Affiliated Money Manager derives an inappropriate advantage.

7. No director, trustee, or officer of the Fund or the Adviser will own directly or indirectly (other than through a pooled investment vehicle that is not controlled by any such director, trustee, or officer) any interest in a Money Manager except for ownership of (i) interests in the Adviser or any entity that controls, is controlled by, or is under common control with the Adviser, or (ii) less than 1% of the outstanding securities of any class of equity or debt of a publicly traded company that is either a Money Manager or an entity that controls, is controlled by, or is under common control with a Money Manager.

8. Within 60 days of the hiring of any new Money Manager or the implementation of any proposed material changed in a Money Manager Agreement, the Adviser will furnish shareholders all information about the new Money Manager or Money Manager Agreement that would be included in a proxy statement. Such information will include any change in such information caused by the addition of a new Money Manager or any proposed material change in a Money Manager Agreement. To meet this condition, the Adviser will provide shareholders with an information statement meeting the requirements of Regulation 14C, Schedule 14C, and Item 22 of Schedule 14A under the Securities Exchange Act of 1934.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 96–20830 Filed 8–14–96; 8:45 am]

BILLING CODE 8010–01–M

[Investment Company Act Release No. 22131; 811–4879]

Baird Blue Chip Fund, Inc.; Notice of Application for Deregistration

August 9, 1996.

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

ACTION: Notice of Application for Deregistration under the Investment Company Act of 1940 (the ''Act'').

APPLICANT: Baird Blue Chip Fund, Inc.

RELEVANT ACT SECTION: Order requested under section 8(f).

SUMMARY OF APPLICATION: Applicant requests an order declaring that it has ceased to be an investment company.

FILING DATE: The application was filed on June 28, 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 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 September 3, 1996, and should be accompanied by proof of service on the 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 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. Applicant, 777 East Wisconsin Avenue, Milwaukee, WI 53202.

FOR FURTHER INFORMATION CONTACT: Mary T. Geffroy, Staff Attorney, at (202) 942–0553, or Robert A. Robertson, 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.

Applicant's Representations

1. Applicant is a registered open-end management investment company, organized as a Wisconsin corporation. On October 20, 1986, applicant filed a registration statement on Form N–1A registering an indefinite number of shares of its common stock with a par value of $.01 per share. The registration statement was declared effective on February 4, 1987 and the initial public offering commenced that same day.

2. On December 20, 1995, applicant's board of directors voted to authorize and recommend an Agreement and Plan of Reorganization (including the related dissolution and liquidation of applicant). Applicant's shareholders of record as of January 25, 1996 approved the Agreement and Plan of Reorganization at a special meeting held on March 15, 1996. On June 3, 1996, the shareholders of record as of the close of business on May 31, 1996 received in aggregate 3,149,349.230 shares of common stock of AIM Blue Chip Fund, a series of AIM Equity Funds, Inc. in exchange for all shares of applicant outstanding on that date. The aggregate value of the AIM Blue Chip Fund shares so issued was equal to the aggregate net value of applicant's assets transferred in the transaction. The distribution of the AIM Blue Chip Fund shares to the shareholders of applicant was made in connection with the sale of substantially all of applicant's assets to AIM Blue Chip Fund and the winding up of applicant's affairs as part of the reorganization and subsequent liquidation of applicant.

3. As of May 31, 1996, there were outstanding 3,149,349.230 shares of common stock, each of which had a net asset value of $24.33 (for an aggregate of $76,620,712.45).

4. Applicant incurred the following fees and expenses in connection with the liquidation: fees to its independent public accountants, legal expenses, Form N–8F filing fees, filing fees for its articles of dissolution, and miscellaneous expenses. Such liquidation fees and expenses amounted to approximately $3,500. All such fees and expenses were paid from the assets of applicant retained in the reorganization for such purpose.

5. As of the date of the application, applicant had no shareholders, assets, or liabilities, and was not a party to any litigation or administrative proceeding. Applicant is neither engaged, nor does it propose to engage, in any business activities other than those necessary for the winding-up of its affairs.

6. On June 28, 1996, applicant filed articles of dissolution with the Wisconsin Secretary of State to terminate its corporate existence.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 96–20829 Filed 8–14–96; 8:45 am]

BILLING CODE 8010–01–M

[Release No. 35–26552]

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

August 9, 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 September 3, 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.

Public Service Company of Oklahoma (70–8887)

Public Service Company of Oklahoma ("PSO"), 212 East 6th Street, Tulsa, Oklahoma 74119, an electric utility subsidiary of Central and South West Corporation ("CSW"), a registered holding company, has filed an application-declaration under sections 6(a), 7, 9(a) and 10 of the Act and rule 54 thereunder. As further described below, PSO requests authority to make equity investments in companies that provide temporary staffing services to public utility companies and to guarantee an aggregate of $12 million of obligations of these companies.

Under an agreement dated February 21, 1996 ("Agreement"), PSO advanced $3.7 million to Canton, L.L.C. ("Canton"), a limited liability company not affiliated with PSO.[1] Canton loaned the proceeds of the advance to Nuvest, L.L.C. ("Nuvest"),[2] another limited liability company not affiliated with PSO, which used $2.3 million to acquire all of the outstanding shares of capital stock of NSS Numanco, Inc. ("Numanco Inc."), a corporation not affiliated with PSO, and loaned the remaining $1.4 million to Numanco L.L.C. ("Numanco LLC"), a limited liability company owned 90% by Nuvest and 10% by Numanco Inc.

Numanco Inc. provides temporary staffing services to public utility companies in the United States, in the areas of maintenance and repair, monitoring, major clean-up and decontamination, primarily for nuclear electric generating plants and associated substations. In connection with the above transactions, Numanco Inc. also transferred to Numanco LLC its rights and obligations under service contracts with customers. All new service contracts will be entered into by Numanco LLC, which will succeed to all of the business of Numanco Inc.

PSO now proposes to effect its investment plans. PSO would be repaid $3 million of its advances by Canton,[3] and the remaining $700,000 of advances would be converted into a capital contribution in Nuvest.[4] Under Nuvest's governing documents, after the proposed capital contribution, PSO would hold 4.9% of the voting interests

[1] PSO states that it entered into the Agreement as a preliminary step in its plans to invest in companies providing temporary staffing services to public utility companies because of the short time it had to take advantage of this investment opportunity. The advance to Canton did not bear interest, was not secured by a security interest in any assets of Canton, and was not evidenced by securities. PSO further states that the Agreement provides that its advance to Canton will be returned if PSO does not obtain Commission authorization for the proposals stated herein.

[2] Canton and Nuvest are owned and managed in common.

[3] Canton would obtain the funds for this repayment from Nuvest, which would use the proceeds of a third party loan to repay the advances made by Canton.

[4] PSO will cancel the obligation of Canton to repay $700,000 of the advance made to it by PSO, Canton will cancel the obligation of Nuvest to repay $700,000 of the loan made to it by Canton, and Nuvest will convert the cancelled loan obligation into a capital contribution by PSO.