

Assistant Secretary for Public Affairs. Effective December 18, 1998.

Deputy Assistant Secretary for Strategic Planning to the Assistant Secretary for Public Affairs. Effective January 4, 1999.

Special Assistant to the Deputy Assistant Secretary for Public Affairs. Effective January 5, 1999.

Secretary's Representative, Rocky Mountain Region, to the Deputy Secretary. Effective January 8, 1999.

Deputy Assistant Secretary for International Affairs to the Assistant Secretary for Policy Development and Research. Effective January 11, 1999.

Department of the Interior

Special Assistant to the Chief Biologist. Effective December 7, 1998.

Special Assistant to the Deputy Chief of Staff. Effective January 27, 1999.

Attorney Advisor (General) to the Solicitor. Effective January 29, 1999.

Department of Justice

Special Assistant to the Assistant Attorney General, Criminal Division. Effective December 1, 1998.

Staff Assistant to the Assistant to the Attorney General. Effective December 9, 1998.

Public Affairs Assistant to the Director, Office of Public Affairs. Effective December 18, 1998.

Staff Assistant to the Attorney General. Effective December 29, 1998.

Special Assistant to the Solicitor General. Effective December 29, 1998.

Special Assistant to the Assistant Attorney General for Civil Rights. Effective January 5, 1999.

Special Assistant to the Director, Community Relations Service. Effective January 22, 1999.

Department of Labor

Director of Policy to the Assistant Secretary for Occupational Safety and Health. Effective December 7, 1998.

Special Assistant to the Assistant Secretary, Office of Congressional and Intergovernmental Affairs. Effective December 29, 1998.

Associate Director to the Assistant Secretary for Congressional and Intergovernmental Affairs. Effective January 15, 1999.

Staff Assistant to the Director of Public Liaison. Effective January 20, 1999.

Special Assistant to the Assistant Secretary for Policy. Effective January 20, 1999.

Special Assistant to the Deputy Under Secretary for International Labor Affairs. Effective January 21, 1999.

Special Assistant to the Assistant Secretary for Labor. Effective January 21, 1999.

Special Assistant to the Assistant Secretary for Occupational Safety and Health, Occupational Safety and Health Administration. Effective January 26, 1999.

Special Assistant to the White House Liaison. Effective January 26, 1999.

Associate Director for Congressional Affairs to the Assistant Secretary for Congressional and Intergovernmental Affairs. Effective January 27, 1999.

Department of the Navy (DOD)

Staff Assistant to the Assistant Secretary of the Navy (Manpower and Reserve Affairs). Effective January 28, 1999.

Department of State

Special Advisor to the Deputy Assistant Secretary. Effective December 2, 1998.

Special Assistant to the Chief of Protocol. Effective December 18, 1998.

Foreign Affairs Officer to the Deputy Secretary of State. Effective December 29, 1998.

Special Assistant to the Senior Advisor. Effective January 15, 1999.

Special Assistant to the Assistant Secretary for International Organization Affairs. Effective January 27, 1999.

Legislative Management Officer to the Assistant Secretary, Bureau of Legislative Affairs. Effective January 27, 1999.

Legislative Management Officer to the Deputy Assistant Secretary, Bureau of Legislative Affairs. Effective January 27, 1999.

Department of the Treasury

Special Assistant to the Assistant Secretary for Economic Policy. Effective December 31, 1998.

Special Assistant to the Assistant Secretary for Financial Institutions. Effective January 11, 1999.

Equal Employment Opportunity Commission

Special Assistant to the Chairman. Effective January 5, 1999.

Attorney-Advisor (Civil Rights) to the Chairwoman. Effective January 15, 1999.

Environmental Protection Agency

Senior Policy Advisor to the Regional Administrator. Effective December 24, 1998.

Assistant to the Deputy Administrator. Effective December 29, 1998.

Senior Policy Advisor to the Regional Administrator. Effective December 29, 1998.

Federal Emergency Management Agency

Policy Advisor to the Director, Office of Congressional and Legislative Affairs. Effective January 25, 1999.

Government Printing Office

Staff Assistant to the Public Printer. Effective December 10, 1998.

Occupational Safety and Health Review Commission

Counsel to the Member (Commissioner). Effective December 7, 1998.

Office of Personnel Management

Speech Writer to the Director of Communications. Effective December 4, 1998.

Special Assistant to the Deputy Director. Effective December 11, 1998.

Special Assistant to the Director of Congressional Relations. Effective January 5, 1999.

Office of the United States Trade Representative

Special Assistant to the Chief of Staff. Effective January 26, 1999.

United States Information Agency

Public Affairs Officer to the Voice of America Director. Effective January 15, 1999.

Senior Advisor to the Director, United States Information Agency. Effective January 27, 1999.

United States Tax Court

Secretary and Confidential Assistant to a Judge. Effective January 13, 1999.

United States Trade and Development Agency

Congressional Liaison Officer to the Director, Trade and Development Agency. Effective December 3, 1998.

Authority: 5 U.S.C. 3301 and 3302; E.O. 10577, 3 CFR 1954-1958 Comp., P.218.

Office of Personnel Management.

Janice R. Lachance,

Director.

[FR Doc. 99-7417 Filed 3-25-99; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-26992]

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

March 19, 1999.

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 under the Act. All interested persons are referred to the applications(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 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 April 13, 1999, to the Secretary, Securities and Exchange Commission, Washington, D.C. 20549-0609, and serve a copy on the relevant applicant(s) and/or declarant(s) at the address(s) 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 should 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 April 13, 1999, 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 74119-1212, an electric utility subsidiary of Central and South West Corporation, a registered holding company, has filed a post-effective amendment under sections 6(a), 7, and 12(b) of the Act and rules 45 and 54 under the Act.

By order dated December 30, 1996 (HCAR No. 26638) ("1996 Order"), PSO was authorized to make a capital contribution to, and consequently acquire a 4.9% voting and 70% economic interest in, Nuvest L.L.C. ("Nuvest"), which provides services to public utility companies through its subsidiaries, Numanco, Inc. and Numanco L.L.C. (All companies are collectively the "Numanco Companies".) The 1996 Order also authorized PSO to guarantee the obligations of the Numanco Companies up to an aggregate of \$12 million.

PSO now proposes to increase: (1) its aggregate capital contribution in Nuvest by \$4.3 million to \$5 million; and (2) the aggregate amount of guarantees by \$6 million to \$18 million. PSO states that its 4.9% voting and 70% economic interests in Nuvest will remain unchanged by the increases in capital

contributions and guarantees. PSO also states that the other owners of Nuvest will maintain a 30% economic interest as compensation for their day to day management and operation of the Numanco Companies.

Eastern Enterprises (70-9443)

Eastern Enterprises ("Eastern"), 9 Riverside Road, Weston, Massachusetts 02493, a Massachusetts public utility holding company exempt from registration under section 3(a)(1) of the Act by rule 2, has filed an application under section 9(a)(2) and 10 of the Act. Eastern requests Commission authorization to acquire all of the issued and outstanding common stock of Colonial Gas Company ("Colonial"), a Massachusetts gas utility ("Transaction"). Eastern also requests an order under section 3(a)(1) of the Act exempting it from all provisions of the Act except section 9(a)(2), after the Transaction.

Eastern has two public utility subsidiaries, the Boston Gas Company ("Boston Gas"), and the Essex Gas Company ("Essex Gas"). Together, Boston Gas and Essex Gas serve approximately 580,000 customers, all in central and eastern Massachusetts. Eastern has several direct and indirect nonutility subsidiaries engaged in providing energy services and other nonutility subsidiaries which engage in investment and real estate activities, installing and servicing HVAC equipment, automated meter reading services, and ownership of liquid natural gas storage facilities. Eastern had revenues of \$973 million for the twelve months ended September 30, 1998. Eastern's nonutility subsidiaries contributed \$262 million or approximately 26.9% of total revenues during this period.

Colonial serves approximately 151,000 customers in eastern Massachusetts. Colonial's revenues were approximately \$178 million for the twelve months ended September 30, 1998. Colonial's nonutility subsidiaries contributed \$2.7 million, approximately 1.5% of total revenues during this period. A portion of Colonial's service territory is contiguous to Boston Gas' and Essex Gas' service territories. Colonial has one active nonutility subsidiary, Transgas Inc., which provides over-the-road transportation of liquefied natural gas, propane, and similar commodities, and two inactive nonutility subsidiaries, CGI Transport Ltd and Colonial Energy. Colonial is subject to the retail ratemaking jurisdiction of the Massachusetts Department of Telecommunications and Energy.

The Trustees of Eastern approved the Transaction at a meeting held on October 28, 1998. No approval of the Transaction by Eastern's shareholders is required. However, on February 10, 1999, the shareholders of Eastern voted to approve the issuance of additional shares ("Eastern Common Stock") to complete the Transaction. Colonial's board of director approved the proposed merger at a meeting held on October 17, 1998, and Colonial's stockholders approved the Transaction on February 10, 1999.

Following the Transaction, Eastern will own all the outstanding capital stock of Colonial, and the former stockholders of Colonial will receive shares of Eastern Common Stock and/or cash. Eastern and Colonial have entered into an Agreement and Plan of Reorganization dated as of October 17, 1998 ("Agreement"). The Agreement provides, among other things, that Colonial will merge with and into a Massachusetts special purpose subsidiary of Eastern ("Newco") for purposes of the Transaction. Each outstanding share of Colonial will be converted into cash, shares of Eastern Common Stock, or a combination of both, having a value of \$37.50 ("Exchange Value").¹ Outstanding debt securities of Colonial will not be affected and will remain outstanding under current terms and conditions.

Eastern is the sole stockholder of all issued and outstanding common stock of Boston Gas and Essex Gas, Massachusetts corporations engaged in the gas utility business. Together Boston Gas and Essex Gas serve approximately 580,000 customers, all in Massachusetts. Boston Gas has outstanding 1.2 million shares of nonvoting preferred stocks. Boston Gas had combined assets of \$902 million at September 30, 1998 and combined revenues of \$712 million for the twelve-month period ended September 30, 1998. Colonial has 8,845,315 shares of common stock issued and outstanding. Colonial has assets of \$381 million as of September 30, 1998 and revenues of \$178 million for the twelve-month period ended September 30, 1998. Colonial, Boston Gas and Essex Gas together will have *pro forma* combined assets of \$1.5 billion and *pro forma* combined revenues of \$890 million.

¹ The Exchange Value is subject to adjustment under certain circumstances and based on the quoted market price for Eastern Common Stock during a ten-day period preceding the effective date. The Agreement provides that, if the holder of Colonial stock electing to receive cash exceeds \$150 million then that total will be prorated among the electing stockholders and the balance will be made up by Eastern Common Stock.

Eastern Common Stock is traded on the New York Stock Exchange, the Boston Stock Exchange and the Pacific Exchange. Based on reported closing price for Eastern Common Stock on the New York Stock Exchange and the number of shares of Colonial common stock outstanding on December 22, 1998, the Eastern Common Stock to be issued would have a market value of approximately \$184 million and would constitute approximately 16.4% of Eastern's outstanding Common Stock.

Eastern requests an order granting it and all of its subsidiaries as such an exemption under section 3(a)(1) of the Act following the Transaction. Eastern states that it will continue to satisfy the requirements for exemption because it and each of its public utility subsidiaries currently are and will continue to be predominately intrastate in character and will continue to carry on their businesses substantially in Massachusetts, the state in which each is organized.

Consolidated Natural Gas Company, et al. (70-9321)

Consolidated Natural Gas Company ("CNG"), CNG Tower, 625 Liberty Avenue, Pittsburgh, Pennsylvania 15222-3199, a registered holding company, and its nonutility subsidiary, CNG International Corporation ("CNG International"), Two Fountain Square, Suite 600, 11921 Freedom Drive, Reston, Virginia 20190-5608, have filed an application-declaration under sections 6(a)(2), 7, 9(a), 10, and 12(b) of the Act and rules 45 and 54 under the Act.

CNG and CNG International or any of CNG International's direct subsidiaries request authority, through December 31, 2003, to invest up to \$750 million to acquire in areas outside the United States interests in entities other than foreign utility companies ("FUCOs") or exempt wholesale generators ("EWGs") engaged in activities permitted under section 2(a) of the Gas Related Activities Act of 1990 ("GRAA") and activities under section 2(b) of the GRAA and approved by order of the Commission under sections 9(a) and 10 of the Act ("Gas Related Activities"). In addition, CNG and CNG International request authority, through December 31, 2003, for CNG International and its subsidiaries to make investments in entities organized to participate in activities involving the transportation or storage of natural gas within the meaning of section 2(a) of the GRAA without any additional prior case-by-case approval of the Commission.

CNG and CNG International also propose, through December 31, 2003, to

enter into guarantees and provide other credit support for obligations of CNG International or its subsidiaries. Credit support may be in the form of a guarantee of payment of a subsidiary capital contribution obligation or of a debt obligation issued by a subsidiary. Fixed income securities being guaranteed would not have a maturity in excess of 50 years, nor an effective cost of money in excess of 500 basis points over 30 year term U.S. Treasury securities. Any fees, commissions, penalties and expenses would not exceed fair, reasonable and customary fees, commissions, penalties and expenses comparable to those incurred at arms-length in similar transactions by similar companies in the relevant securities markets. The maximum aggregate limit on the credit support with respect to EWGs and FUCOs will be an amount equal to 50% of CNG's consolidated retained earnings, less the amount of guarantees and credit support previously given and outstanding on behalf of investments in EWGs and FUCOs. The maximum aggregate limit on all credit support for foreign Gas Related Activities will be \$750 million at any one time outstanding.

As one source of financing for the proposed investments, CNG International proposes to issue and sell shares of its common stock, \$10,000 par value per share. CNG International presently has authorized capital of 30,000 shares of its common stock, of which 21,555 shares are issued and outstanding. In order to accommodate future financings, CNG International proposes to amend its certificate of incorporation to increase its common stock equity authorization to 200,000 shares.

In order to fund the proposed investments, CNG and CNG International and its subsidiaries propose to issue and sell securities. It is anticipated that most of these financings will be intra-system financings exempt under rule 52 under the Act. To the extent an issuance and sale of securities is not exempt under rule 52, CNG and CNG International and its subsidiaries propose to issue and sell securities to finance acquisitions of entities engaged in foreign Gas Related Activities. It is stated that the pricing of these securities, and the fees and expenses for their issuance and sale, will not exceed the price, fees, and expenses of securities issued by companies of comparable credit quality. It is also stated that the terms, conditions, and features of these securities will be similar to those securities issued by companies of comparable credit quality. CNG and CNG International request that

jurisdiction over the issuance and sale of these securities be reserved, pending completion of the record.

Enova Corporation (70-9471)

Enova Corporation ("Enova"), 101 Ash Street, San Diego, California 92101, a public utility holding company exempt from registration under section 3(a)(1) of the Act by rule 2, has filed an application under section 3(a)(1) of the Act for an order exempting it from all provisions of the Act, except section 9(a)(2).

Enova is organized under the laws of the State of California. Its only public utility company subsidiary is San Diego Gas & Electric Company ("SDG&E"), a California public utility. SDG&E provides electric and natural gas service in San Diego County and surrounding areas. Enova and SDG&E are predominantly intrastate. The application states that 99% of SDG&E's utility revenues, including 100% of its retail natural gas revenues, are from utility operations within the State of California.

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

Margaret H. McFarland,
Deputy Secretary.

[FR Doc. 99-7365 Filed 3-25-99; 8:45 am]

BILLING CODE 8010-01-M

SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 23746; 812-11524]

Todd Investment Advisors, Inc.; Notice of Application

March 22, 1999.

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

ACTION: Notice of application for exemption under section 6(c) of the Investment Company Act of 1940 (the "Act") from section 15(a) of the Act.

SUMMARY OF APPLICATION: The requested order would permit the implementation, without prior shareholder approval, of a new investment sub-advisory agreement ("New Agreement") for a period of not more than 150 days beginning on the later of the date on which the acquisition by Fort Washington Investment Advisors, Inc. ("Fort Washington") of Todd Investment Advisors, Inc. ("Todd") is consummated or the date on which the requested order is issued and continuing through the date the New Agreement is approved or disapproved by the shareholders (but in no event later than September 9, 1999)