

estimated recovery for Southern's pre-petition claims is approximately 0.3%.¹⁴ Southern's post-petition claims will receive 100% payment under the Third Plan.

III. Post Reorganization Ownership Structure

On the effective date of the Third Plan, Southern's interest in Holdings shall be cancelled and extinguished. As a consequence, Southern's pre-petition shares in Holdings would no longer have any claim to voting rights, dividends or in fact any rights with respect to Holdings. Neither Southern nor any of its affiliates would hold any interest of any kind in either Holdings or Mobile Energy. The existing bondholders will hold the New Common Stock, which will constitute the entire equity interest in the reorganized Holdings. Holdings will continue to own 100% of the equity ownership of Mobile Energy.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 02-22768 Filed 9-6-02; 8:45 am]

BILLING CODE 8010-01-P

SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Notice of Application to Withdraw from Listing and Registration on the Boston Stock Exchange; (Stratus Services Group, Inc., Common Stock, \$.01 par value) File No. 1-15789

September 3, 2002.

Stratus Services Group, Inc., a Delaware corporation ("Issuer"), has filed an application with the Securities and Exchange Commission ("Commission"), pursuant to section 12(d) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 12d2-2(d) thereunder,² to withdraw its Common Stock, \$.01 par value ("Security"), from

listing and registration on the Boston Stock Exchange ("BSE").

The Issuer stated in its application that it has complied with all applicable laws in effect in the State of Delaware, in which it is incorporated, and with the BSE's rules governing an issuer's voluntary withdrawal of a security from listing and registration.

In making the decision to withdraw the Security from listing on the Exchange, the Board of Directors of the Issuer determined that the continuing costs of maintaining the Security's listing on the BSE outweighed the benefits of listing. The Issuer represents that the Security is quoted on the OTC Bulletin Board. The Issuer's application relates solely to the Security's withdrawal from listing on the BSE and from registration under section 12(b) of the Act³ and shall not affect its obligation to be registered under section 12(g) of the Act.⁴ Any interested person may, on or before September 24, 2002, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549-0609, facts bearing upon whether the application has been made in accordance with the rules of the BSE 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.⁵

Jonathan G. Katz,

Secretary.

[FR Doc. 02-22767 Filed 9-6-02; 8:45 am]

BILLING CODE 8010-01-P

SECURITIES AND EXCHANGE COMMISSION

[Release No. IC-25724]

Notice of Applications for Deregistration Under Section 8(f) of the Investment Company Act of 1940

August 30, 2002.

The following is a notice of applications for deregistration under section 8(f) of the Investment Company Act of 1940 for the month of August, 2002. A copy of each application may be obtained for a fee at the SEC's Public Reference Branch, 450 Fifth St., NW.,

³ 15 U.S.C. 78l(b).

⁴ 15 U.S.C. 78l(g).

⁵ 17 CFR 200.30-3(a)(1).

Washington, DC 20549-0102 (tel. 202-942-8090). An order granting each application will be issued unless the SEC orders a hearing. Interested persons may request a hearing on any application by writing to the SEC's Secretary at the address below and serving the relevant 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 24, 2002, 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 who wish to be notified of a hearing may request notification by writing to the Secretary, SEC, 450 Fifth Street, NW., Washington, DC 20549-0609.

FOR FURTHER INFORMATION CONTACT:

Diane L. Titus at (202) 942-0564, SEC, Division of Investment Management, Office of Investment Company Regulation, 450 Fifth Street, NW., Washington, DC 20549-0506.

CDC Kobrick Investment Trust [File No. 811-8435]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On November 16, 2001, each series of applicant transferred its assets to a corresponding series of CDC NVEST Funds Trust I, based on net asset value. Expenses of \$632,656 incurred in connection with the reorganization were paid by Kobrick Funds LLC and CDC IXIS Asset Management North America, L.P., applicant's investment advisers.

Filing Dates: The application was filed on July 25, 2002, and amended on August 20, 2002.

Applicant's Address: CDC IXIS Asset Management Services, Inc., 399 Boylston St., Boston, MA 02116.

Merrill Lynch Premier Growth Fund, Inc. [File No. 811-9653]

Master Premier Growth Trust [File No. 811-9733]

Summary: Applicants, a feeder fund and a master fund, respectively, in a master-feeder structure, seek an order declaring that each has ceased to be an investment company. On May 20, 2002, applicants transferred their assets to Merrill Lynch Large Cap Growth Fund, a series of Merrill Lynch Large Cap Series Funds, Inc., based on net asset value. Expenses of \$235,933 incurred in connection with the reorganization will be paid by the surviving fund.

¹⁴ As a reflection of that level of recovery, Southern recorded an expense of approximately \$69 million in the third quarter of 1999 to write down its equity investment in Holdings to zero. An additional expense of approximately \$10 million was recorded in the third quarter of 2000 to reflect additional liabilities under the Cogeneration Development Agreement, as amended by Amendment No. 1. Applicants state no further material impact on Southern's consolidated capitalization is expected as a result of the implementation of the Third Plan.

¹ 15 U.S.C. 78l(d).

² 17 CFR 240.12d2-2(d).

Filing Date: The applications were filed on August 7, 2002.

Applicants' Address: 800 Scudders Mill Rd., Plainsboro, NJ 08536.

Merrill Lynch Mid Cap Growth Fund, Inc. [File No. 811-10025]

Master Mid Cap Growth Trust [File No. 811-10125]

Summary: Applicants, a feeder fund and a master fund, respectively, in a master-feeder structure, seek an order declaring that each has ceased to be an investment company. On May 20, 2002, applicants transferred their assets to Merrill Lynch Large Cap Growth Fund, a series of Merrill Lynch Large Cap Series Funds, Inc., based on net asset value. Expenses of \$99,206 incurred in connection with the reorganization will be paid by the surviving fund.

Filing Date: The applications were filed on August 7, 2002.

Applicants' Address: 800 Scudders Mill Rd., Plainsboro, NJ 08536.

Centennial Capital Appreciation Fund, Inc. [File No. 811-3545]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On August 15, 1986, applicant transferred its assets to Oppenheimer Variable Accounts Fund, based on net asset value. Expenses of less than \$7,300 incurred in connection with the reorganization were paid by applicant.

Filing Dates: The application was filed on September 7, 2001, and amended on August 9, 2002.

Applicant's Address: Centennial Asset Management Corporation, 6803 S. Tucson Way, Englewood, CO 80112.

MuniYield Sunshine Fund, Inc. (Formerly MuniYield California Insured Fund, Inc.) [File No. 811-6645]

Summary: Applicant, a closed-end investment company, seeks an order declaring that it has ceased to be an investment company. On February 4, 2002, applicant transferred its assets to MuniYield California Insured Fund, Inc. (formerly MuniYield California Insured Fund II, Inc.) based on net asset value. Applicant's shareholders who held auction market preferred stock ("AMPS") received the equivalent number of a newly created series of AMPS of the acquiring fund. Expenses of \$257,483 incurred in connection with the reorganization were paid by the acquiring fund.

Filing Date: The application was filed on August 2, 2002.

Applicant's Address: 800 Scudders Mill Rd., Plainsboro, NJ 08536.

Franklin Capital Corporation [File No. 811-5103]

Summary: Applicant, a closed-end investment company, seeks an order declaring that it has ceased to be an investment company, as of November 18, 1997, the date applicant elected to be regulated as a business development company.

Filing Date: The application was filed on August 2, 2002.

Applicant's Address: 450 Park Ave., 10th Floor, New York, NY 10022.

AH&H Partners Fund Limited Partnership [File No. 811-7579]

Summary: Applicant, a closed-end investment company, seeks an order declaring that it has ceased to be an investment company. Between January 18, 2002 and March 31, 2002, applicant made liquidating distributions to its limited partners, based on net asset value. Applicant has 59 remaining limited partners. Applicant's remaining assets consist of illiquid securities which will be liquidated and the proceeds distributed to the partners. Applicant incurred no expenses in connection with the liquidation.

Filing Dates: The application was filed on March 8, 2002, and amended on June 18, 2002, August 1, 2002 and August 2, 2002.

Applicant's Address: Adams, Harkness & Hill, Inc., 60 State St., Boston, MA 02109.

Gintel ERISA Fund [File No. 811-3279]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On September 30, 1996, applicant transferred its assets to Gintel Fund, based on net asset value. Expenses of \$113,125 incurred in connection with the reorganization were paid by applicant and the acquiring fund.

Filing Dates: The application was filed on June 6, 2002, and amended on August 1, 2002.

Applicant's Address: 6 Greenwich Office Park, Greenwich, CT 06831.

The Aronhalt Trust [File No. 811-10483]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On May 23, 2002 and June 25, 2002, applicant made liquidating distributions to its shareholders based on net asset value. Expenses of approximately \$5,000 incurred in connection with the liquidation were paid by Aronhalt Capital Management, Inc., applicant's investment adviser.

Filing Date: The application was filed on July 17, 2002.

Applicant's Address: 13 Eavenson Way, Glen Mills, PA 19342.

Independence One Mutual Funds [File No. 811-5752]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. By June 17, 2002, each of applicant's portfolios had transferred its assets to a corresponding portfolio of ABN AMRO Funds or Money Market Obligations Trust, based on net asset value. Applicant incurred no expenses in connection with the reorganization.

Filing Date: The application was filed on July 16, 2002.

Applicant's Address: 5800 Corporate Dr., Pittsburgh, PA 15237-7001.

Merrill Lynch Short-Term Global Income Fund, Inc. [File No. 811-6089]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On June 17, 2002, applicant transferred its assets to Merrill Lynch Low Duration Fund, a series of Merrill Lynch Investment Managers Funds, Inc., based on net asset value. Expenses of \$208,188 incurred in connection with the reorganization will be paid by the surviving fund.

Filing Date: The application was filed on July 19, 2002.

Applicant's Address: Merrill Lynch Investment Managers, L.P., 800 Scudders Mill Rd., Plainsboro, NJ 08536.

UAM Funds, Inc. II [File No. 811-8605]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On June 24, 2002, each portfolio of applicant transferred its assets to a corresponding portfolio of The Advisors' Inner Circle Fund, based on net asset value. Expenses of \$101,170 incurred in connection with the reorganization were paid by Old Mutual (US) Holdings Inc., parent of applicant's investment adviser.

Filing Date: The application was filed on July 26, 2002.

Applicant's Address: One Freedom Valley Dr., Oaks, PA 19456.

UAM Funds, Inc. [File No. 811-5683]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On June 24, 2002, fifteen of applicant's sixteen portfolios transferred their assets to corresponding portfolios of The Advisors' Inner Circle Fund, based on net asset value. On June 25, 2002, applicant's remaining portfolio, Dwight Limited Maturity Bond Portfolio, made a liquidating distribution to its shareholders, based on net asset value. Expenses of \$457,873

incurred in connection with the reorganization and liquidation were paid by Old Mutual (US) Holdings Inc., parent of applicant's investment adviser.

Filing Date: The application was filed on July 26, 2002.

Applicant's Address: One Freedom Valley Dr., Oaks, PA 19456.

Putnam Preferred Income Fund [File No. 811-3873]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On May 17, 2002, applicant made a liquidating distribution to its shareholders, based on net asset value. Applicant has retained assets in the amount of \$44,250 to pay outstanding liabilities. Applicant incurred no expenses in connection with the liquidation.

Filing Dates: The application was filed on May 31, 2002, and amended on July 25, 2002.

Applicant's Address: One Post Office Sq., Boston, MA 02109.

Friends Ivory Funds [File No. 811-9601]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On March 29, 2002, applicant made a liquidating distribution to its shareholders based on net asset value. Expenses of \$5,000 incurred in connection with the liquidation were paid by Friends Ivory Social Awareness Fund and Friends Ivory European Social Awareness Fund.

Filing Dates: The application was filed on July 3, 2002, and amended on July 26, 2002.

Applicant's Address: 1209 Orange St., Wilmington, DE 19801.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 02-22845 Filed 9-6-02; 8:45 am]

BILLING CODE 8010-01-P

SECURITIES AND EXCHANGE COMMISSION

Sunshine Act Meeting

Notice is hereby given, pursuant to the provisions of the Government in the Sunshine Act, Pub. L. 94-409, that the Securities and Exchange Commissions will hold the following meeting during the week of September 9, 2002: A Closed Meeting will be held on Tuesday, September 10, 2002, at 10 a.m.

Commissioner Atkins, as duty officer, determined that no earlier notice thereof was possible.

Commissioners, Counsel to the Commissions, the Secretary of the Commission, and recording secretaries will attend the Closed Meeting. Certain staff members who have an interest in the matters may also be present.

The General Counsel of the Commission, or his designee, has certified that, in his opinion, one or more of the exemptions set forth in 5 U.S.C. 552b(c)(3), (5), (7), (9)(B), and (10) and 17 CFR 200.402(a)(3), (5), (7), (9)(ii) and (10), permit consideration of the scheduled matters at the Closed Meeting.

The subject matter of the Closed Meeting scheduled for Tuesday, September 10, 2002, will be: Litigation matter; Institution and settlement of injunctive actions; and Institution and settlement of administrative proceedings of an enforcement nature.

At times, changes in Commission priorities require alterations in the scheduling of meeting items. For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact:

The Office of the Secretary at (202) 942-7070.

Dated: September 4, 2002.

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 02-22887 Filed 9-4-02; 4:41 pm]

BILLING CODE 8010-01-M

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-46440; File No. SR-MSRB-2002-09]

Self-Regulatory Organizations; Municipal Securities Rulemaking Board; Notice of Filing of Proposed Rule Change Relating to Arbitration

August 30, 2002.

Pursuant to section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act"),¹ 15 U.S.C. 78s(b)(1),² notice is hereby given that on August 19, 2002, the Municipal Securities Rulemaking Board ("Board" or "MSRB") filed with the Securities and Exchange Commission ("Commission" or "SEC") a proposed rule change (File No. SR-MSRB-2002-09). The proposed rule change is described in Items I, II, and III below, which Items have been prepared by the Board. The Commission is publishing this notice to solicit

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The Board is filing herewith a proposed rule change relating to arbitration. Below is the text of the proposed rule change. Proposed new language is italicized; proposed deletions are in brackets.

Rule G-35. Arbitration

[Every broker, dealer and municipal securities shall be subject to the Arbitration Code set forth herein.

Arbitration Code]

Section 1 through Section 37. Deleted.

[Section 38.] Arbitration Involving Bank Dealers.

As of January 1, 1998, every bank dealer (as defined in rule D-8) shall be subject to the Code of Arbitration Procedure of the National Association of Securities Dealers, Inc. ("NASD") for every claim, dispute or controversy arising out of or in connection with the municipal securities activities of the bank dealer acting in its capacity as such. For purposes of this rule, each bank dealer shall be subject to, and shall abide by, the NASD's Code of Arbitration Procedure, *including any amendments thereto*, as if the bank dealer were a "member" of the NASD.

Rule A-16. Arbitration Fees and Deposits

Rescinded

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II. Self-Regulatory Organization's Statement of the Purpose of, and the Statutory Basis for the Proposed Rule Change

In its filing with the Commission, the MSRB included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The texts of these statements may be examined at the places specified in Item IV below. The MSRB has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

(a) In 1997, the MSRB amended Rule G-35, on arbitration, to provide that it would not accept any new arbitration claims filed on or after January 1, 1998