

responsible to purchase 5,000 shares; and

(f) The services offered through the NASDAQ, which have been reviewed, are more likely to assist the Company in understanding the market and communicating with its shareholders.

Any interested person may, on or before February 21, 1995, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549, facts bearing upon whether the application has been made in accordance with the rules of the Amex 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.

**Jonathan G. Katz,**  
Secretary.

[FR Doc. 95-2651 Filed 2-2-95; 8:45 am]

BILLING CODE 8010-01-M

**Issuer Delisting; Notice of Application to Withdraw From Listing and Registration; (NuMed Home Health Care, Inc., Common Stock, \$.001 Par Value) File No. 1-12992**

January 30, 1995.

NuMed Home Health Care, Inc. ("Company") has filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act") and Rule 12d2-2(d) promulgated thereunder, to withdraw the above specified security ("Security") from listing and registration on the American Stock Exchange, Inc. ("Amex").

The reasons alleged in the application for withdrawing the Security from listing and registration include the following:

According to the Company, its Board of Directors ("Board") unanimously approved a resolution on January 10, 1995, to withdraw the Security from listing on the Emerging Company Marketplace of the Amex ("Amex/ECM") and, instead, list the Security on the National Association of Securities Dealers Automated Quotation Small Cap Market System/National Market System ("NASDAQ/NMS"). The Company believes that:

(1) The NASDAQ SmallCap Market system of competing market-makers will

result in increased visibility and sponsorship for the Security than is presently the case with the single specialist assigned to the Security on the Amex/ECM;

(2) The NASDAQ SmallCap Market system will offer the Company's shareholders more liquidity than presently available on the Amex/ECM and less volatility in quoted price per share when trading volume is slight;

(3) The NASDAQ SmallCap Market system will offer the opportunity for the Company to more effectively consummate its proposed offering of 1,100,000 Units; and

(4) Firms making a market in the Company's Security on the NASDAQ SmallCap Market system will be inclined to issue research reports concerning the Company, thereby increasing the number of firms providing institutional research and advisory reports.

Any interested person may, on or before February 21, 1995, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549, facts bearing upon whether the application has been made in accordance with the rules of the Amex 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.

**Jonathan G. Katz,**  
Secretary.

[FR Doc. 95-2652 Filed 2-2-95; 8:45 am]

BILLING CODE 8010-01-M

[Release No. 35-26223]

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

January 27, 1995.

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 February 21, 1995, to the Secretary, Securities and Exchange Commission, Washington, DC 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.

**EUA Energy Investment Corporation (70-8283)**

EUA Energy Investment Corporation ("EEIC"), P.O. Box 2333, Boston, Massachusetts 02107, a wholly owned subsidiary company of Eastern Utilities Associates, a registered holding company, has filed a post-effective amendment under Section 12(b) of the Act and Rule 45 thereunder to its application-declaration filed under Section 6(a), 7, 9(a), 10 and 12(b) of the Act and Rule 45 thereunder.

By order dated January 24, 1994 (HCAR No. 25976), EEIC was authorized, among other things, to provide up to \$1 million of capital contributions and up to \$2 million of open account advances and/or loans to TransCapacity L.P. for the research, development and commercialization of an energy-related computer software and hardware system for the collection, compilation and distribution of an information database composed of information regarding natural gas pipeline capacity and capacity rights. As of December 31, 1994, EEIC has provided TransCapacity L.P. with \$2.275 million in funding for its working capital, leaving EEIC with unexercised authorization to contribute \$725,000 to TransCapacity L.P.

EEIC now proposes to make additional capital contributions to TransCapacity L.P., through December 31, 1996 up to an aggregate principal amount of \$2 million. The partners for TransCapacity L.P. project that they will require up to \$2 million of additional funding from EEIC for working capital purposes due to unavoidable delays in achieving their target date for full

operation of the Energy Bulletin Board system.

**New England Electric Resources, Inc. et al. (70-8513)**

New England Electric System ("NEES"), a registered holding company, and its nonutility subsidiary company, New England Electric Resources, Inc. ("NEERI"), both located at 25 Research Drive, Westborough, Massachusetts 01582, have filed an application-declaration under Sections 6(a), 7, 9(a), 10, and 12(b) of the Act and Rules 40 and 45 thereunder.

By orders dated September 4, 1992, April 1, 1994 and May 25, 1994 (HCAR Nos. 25621, 26017 and 26057, respectively), NEES was authorized to capitalize NEERI in amounts of up to \$2.5 million. By the same orders, NEERI was authorized to: (1) Enter into the business of performing consulting services on electric utility matters for nonaffiliates; (2) provide electrical related services for nonaffiliates; and (3) invest in a start-up company formed to develop, manufacture and market a low harmonic distortion uninterruptible power supply.

NEERI now seeks authority, through 1998, to invest up to \$10 million in research and development activities in connection with environmental, new electrical generation and transmission technologies, and electric end-use technologies, NEERI will not acquire any securities in connection with its research and development activities without further Commission approval. NEES seeks authority for the same period to provide additional financing for NEERI in an amount not to exceed \$10 million through non-interest bearing subordinated loans or capital contributions. NEES' request to capitalize NEERI is in addition to its pending request to provide additional financing to NEERI in amounts of up to \$11.7 million in S.E.C. File No. 70-8475.

Further, in order to allow NEERI to acquire securities in local enterprises pursuant to Rule 40(a)(5) under the Act, NEES also seeks authority to provide additional financing for NEERI in an annual aggregate amount not to exceed \$1 million through non-interest bearing subordinated loans or capital contributions, also through 1998.

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

**Margaret H. McFarland,**  
*Deputy Secretary.*

[FR Doc. 95-2654 Filed 2-2-95; 8:45 am]

BILLING CODE 8010-01-M

[Rel. No. IC-20866; No. 812-9336]

**State Mutual Life Assurance Company of America, et al.**

January 27, 1995.

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

**ACTION:** Notice of Application for an Order under the Investment Company Act of 1940 (the "1940 Act").

**APPLICANTS:** State Mutual Life Assurance Company of America ("State Mutual"), Separate Account VA-P of State Mutual Life Assurance Company of America ("State Mutual Account"), SMA Life Assurance Company ("SMA Life," together with State Mutual, the "Insurance Companies"), Separate Account VA-P of SMA Life Assurance Company ("SMA Life Account") and other separate accounts established by the Insurance Companies in the future to support certain deferred variable annuity contracts issued by the Insurance Companies ("Other Accounts," together with the State Mutual Account and the SMA Life Account, the "Accounts").

**RELEVANT 1940 ACT SECTIONS:** Order requested under Section 6(c) granting exemptions from the provisions of Sections 26(a)(2)(C) and 27(c)(2).

**SUMMARY OF APPLICATION:** Applicants seek an order permitting the deduction of a mortality and expense risk charge from the assets of: (a) The Accounts in connection with the offer and sale of certain variable annuity contracts ("Annuity Contracts"); (b) the Accounts in connection with the issuance of variable annuity contracts that are substantially similar in all material respects to the Contracts ("Future Contracts," together with Annuity Contracts, the "Contracts"); and (c) any other separate account established in the future by the Insurance Companies in connection with the issuance of Contracts.

**FILING DATE:** The application was filed on November 22, 1994.

**HEARING OR NOTIFICATION OF HEARING:** An order granting the application will be issued unless the Commission orders a hearing. Interested persons may request a hearing by writing to the Commission's Secretary and serving the Applicants with a copy of the request, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on February 21, 1995, 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 Commission's Secretary.

**ADDRESSES:** Secretary, SEC, 450 5th Street, NW., Washington, DC 20549. Applicants, c/o Joseph W. MacDougall, Jr., State Mutual Life Assurance Company of America, 440 Lincoln Street, Worcester, Massachusetts, 01653.

**FOR FURTHER INFORMATION CONTACT:**

Kevin Kirchoff, Senior Attorney, or Wendy Friedlander, Deputy Chief, at (202) 942-0670, Office of Insurance Products (Division of Investment Management).

**SUPPLEMENTARY INFORMATION:** Following is a summary of the application; the complete application is available for a fee from the Commission's Public Reference Branch.

**Applicants' Representations**

1. State Mutual is a mutual life insurance company incorporated under the laws of Massachusetts. SMA Life, a wholly-owned subsidiary of State Mutual, is a stock life insurance company organized under the provisions of the Delaware Insurance Code. SMA Life is registered as a broker-dealer under the Securities Exchange Act of 1934 ("1934 Act") and is a member of the National Association of Securities Dealers ("NASD"). State Mutual is authorized to conduct business as an insurance company in all states and in the District of Columbia, Puerto Rico, and the U.S. Virgin Islands.

2. The Accounts are separate investment accounts established by the Insurance Companies for the purpose of investing purchase payments received under the Contracts. Each of the Accounts is a unit investment trust which has filed a registration statement on Form N-4 under the Securities Act of 1933 to register the offering of the Contracts, and the Applicants incorporate such registration statements into the application by reference.

Each Account presently consists of seven Subaccounts, each of which will invest solely in the shares of one of the portfolios of the Pioneer Variable Contracts Trust. Contract owners may invest in any one or more of the Subaccounts, and may also invest in the fixed account, part of the general account of the respective Insurance Companies. The Insurance Companies may, in the future, issue through the Accounts, and through other separate accounts that they may establish in the future, other variable annuity contracts that are substantially similar in all material respects to the Annuity Contracts.