available for inspection and copying in the Commission's Public Reference Section, 450 Fifth Street NW., Washington, D.C. Copies of such filing will also be available for inspection and copying at the principal office of the above-mentioned self-regulatory organization. All submissions should refer to the file number in the caption above and should be submitted by March 2, 1995.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.[4]

**Margaret H. McFarland,**

*Deputy Secretary.*

[FR Doc. 95–3280 Filed 2–8–95; 8:45 am]

BILLING CODE 8010–01–M

**[Investment Company Act Release No. 20880; 811–7304]**

## Brookhollow Trust; Application for Deregistration

February 3, 1995.

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

**ACTION:** Notice of application for deregistration under the Investment Company Act of 1940 (the ''Act'').

**APPLICANT:** Brookhollow Trust.

**RELEVANT ACT SECTION:** Section 8(f).

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

**FILING DATES:** The application on Form N–8F was filed on October 28, 1994, and amended on January 13, 1995, and January 27, 1995.

**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 February 28, 1995, and should be accompanied by proof of service on 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 SEC's Secretary.

**ADDRESSES:** Secretary, SEC, 450 5th Street NW., Washington, D.C. 20549. Applicant, 6 St. James Avenue, Boston, Massachusetts 02116.

**FOR FURTHER INFORMATION CONTACT:** James J. Dwyer, Staff Attorney, at (202) 942–0581, or C. David Messman, Branch Chief, at (202) 942–0564 (Office of Investment Company Regulation, Division of Investment Management).

**SUPPLEMENTARY INFORMATION:** The following is a summary of the application. The complete application may be obtained for a fee at the SEC's Public Reference Branch.

### Applicant's Representations

1. Applicant is a Massachusetts business trust and a diversified open-end management investment company. On October 19, 1992, applicant filed a notification of registration on Form N–8A to register as an investment company under section 8(a) of the Act. On November 20, 1992, applicant filed a registration statement on Form N–1A under section 8(b) of the Act and under the Securities Act of 1933 to register an indefinite number of shares.

2. Applicant's registration statement was declared effective on May 7, 1993. The registration statement initially pertained only to applicant's Brookhollow Treasury Money Market Fund series. No public offering or sales of securities of such series were made.

3. An amendment to applicant's registration statement pertaining to the Brookhollow Short Duration U.S. Government Fund (''Short Duration Fund'') series was declared effective on March 3, 1993. The public offering of the shares of such series commenced on April 2, 1993. No sales of such shares were completed.

4. On October 1, 1993, pursuant to an action by unanimous written consent, applicant's board of trustees adopted resolutions appoving applicant's liquidation. On October 29, 1993, applicant had outstanding 10,168.813 shares of beneficial interest of Short Duration Fund, with a net asset value of $9.93 per share and an aggregate net asset value of $100,977.79, which amount applicant distributed on that date to its sole securityholder of record (the seed capital investor).

5. Legal, accounting, printing, mailing, deregistration, termination, and other expenses incurred in connection with applicant's liquidation, totalling approximately $17,412, were paid by Signature Financial Group, Inc. (''Signature''). EBC Distributors, Inc., applicant's principal underwriter, is a wholly-owned subsidiary of Signature.

6. At the time of the application, applicant had no securityholders, assets, or liabilities. Applicant is not a party to any litigation or administrative proceeding. Applicant is not presently engaged in, nor does it propose to engage in, any business activities other than those necessary for the winding up of its affairs.

7. Applicant intends to make all legally required filings with the Massachusetts Secretary of State to terminate applicant.

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

**Margaret H. McFarland,**

*Deputy Secretary.*

[FR Doc. 95–3281 Filed 2–8–95; 8:45 am]

BILLING CODE 8010–01–M

**[Release No. 35–26228]**

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

February 3, 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 27, 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.

*The Columbia Gas System, Inc., et al.*

The Columbia Gas System, Inc. (''Columbia''), a registered holding company, and its nonutility subsidiary company, Columbia LNG Corporation (''Columbia LNG''), both of 20 Montchanin Road, Wilmington, Delaware 19807, have filed a post-effective amendment to their application-declaration previously filed under sections 6(a), 7, 9(a), 10, 12(b) and

[4] 17 CFR 200.30–3(a)(12) (1994).

12(c) of the Act and Rules 42, 43, 45, 46 and 51 thereunder.

By Commission order dated February 25, 1994 (HCAR 25993), Columbia and Columbia LNG were authorized through December 31, 1994 to proceed with a recpitalization of Columbia LNG to establish a 100% equity capital structure. To effect this recapitalization, Columbia and Columbia LNG were authorized to have Columbia make a capital contribution to Columbia LNG of up to $52.0 million, consisting of $48.1 million of installment promissory notes and short-term debt and up to $3.9 million of accrued interest to the effective date of the recapitalization, which was estimated to be mid-1994.

On December 21, 1994, Columbia and Columbia LNG proceeded with the recapitalization by having Columbia make a capital contribution of $52.0 million as described above. However, because the recapitalization was undertaken later than expected due to delays at the Federal Energy Regulatory Commission in receiving satisfactory certificates authorizing Columbia LNG's new business plan, the amount of accrued interest to the effective date of the recapitalization exceeded the $3.9 million authorized by $875,758.

Columbia and Columbia LNG state that the intent of the application-declaration originally filed with the Commission was to obtain authorization to contribute all of the outstanding debt and accrued interest so as to establish a 100% equity capital structure for Columbia LNG. Columbia now proposes to make an additional capital contribution to Columbia LNG which would consist of the remaining accrued interest.

*Columbia Gas System, Inc., et al. (70–8471)*

Columbia Gas System, Inc. (''Columbia''), a registered holding company, seventeen wholly-owned distribution, transmission, exploration and development, and other subsidiary companies,[1] all of which are engaged in the natural gas business, and twelve subsidiary companies of TriStar Ventures (''TriStar Ventures Subsidiaries''),[2] have filed a post-effective amendment under Sections 6, 7, 9(a), 10, 12(b), 12(c), and 12(f) of the Act and Rules 42, 43, 45, and 46 thereunder.

By order dated December 22, 1994 (HCAR No. 26201) (''Order''), Columbia, and fourteen of the subsidiary companies (''Subsidiaries''),[3] were authorized to recapitalize Columbia Gulf, Columbia Development, and Columbia Coal, to implement the 1995 and 1996 Long-Term and Short-Term Financing Programs of the Subsidiaries, and to continue the Intrasystem Money Pool (''Money Pool'') through 1996.

The applicants now seek Commission authorization for the twelve TriStar Ventures Subsidiaries to invest in, but not to borrow from, the Money Pool.

The Order provided that sources of funds for the Subsidiaries will include their internal cash flow and Money Pool borrowings. The Order stated that no external sources are projected to be needed to fund their 1995 and 1996 financing programs while Columbia remains in bankruptcy.

The Order contemplated that the Subsidiaries finance part of their capital expenditure programs with funds generated from internal sources and through short-term borrowings from the Money Pool, to the extent Columbia subsidiaries have temporary excess funds. The Order authorized the Subsidiaries to borrow short-term funds from the Money Pool in amounts specified therein.

Under the Order, advances from the Money Pool will be limited to a maximum amount outstanding at any one time from January 1, 1995 through December 31, 1996. The Order authorized the Money Pool to be continued through December 31, 1996. It provided for all short-term borrowing to be through the Money Pool, with the Service Corporation as agent. It stipulated that Columbia may invest in the Money Pool but will not borrow from the Money Pool.

The Order contemplated that when Columbia and the subsidiaries generate cash in excess of their immediate cash requirements, such temporary excess cash may be invested in the Money Pool. Columbia and investing subsidiaries would be investors (''Investors'') pursuant to a Money Pool evidence of a deposit. Loans to the Subsidiaries (''Borrowers'') through the Money Pool will be made pursuant to a short-term grid note. Such short-term grid notes will be due upon demand by the Investors but not later than April 30, 1997. The loans will be allocated to the Investors based on the proportion of their relative investment in the Money Pool.

The Order also contemplated that the cost of money on all short-term advances from, and the investment rate for funds invested in, the Money Pool will be the interest rate per annum equal to its weighted average short-term investment rate. Should there be no Money Pool investments, the cost of money will be the average Federal Funds rate for the prior month published in the Federal Reserve Statistical Release. A default rate equal to 2% per annum above the pre-default rate on unpaid principal or interest amounts will be assessed if any interest or principal payment becomes past due.

*The Southern Company, et al. (70–8563)*

The Southern Company (''Southern''), a registered holding company, and The Southern Development and Investment Group, Inc. (''Development''), wholly owned nonutility subsidiary of Southern, both of 64 Perimeter Center East, Atlanta, Georgia 30346, have filed an application-declaration under sections 9(a), 10 and 12(b) of the Act and rules 45 and 54 thereunder.

Development proposes to invest up to $5 million from time to time through December 31, 2002 to acquire an interest as a limited partner in EnviroTech Investment Fund I Limited Partnership,

[1] Columbia Gas of Pennsylvania, Inc. (''Columbia Pennsylvania''), 200 Civic Center Drive, Columbus, Ohio 43215; Columbia Gas of Ohio, Inc. (''Columbia Ohio''), 200 Civic Center Drive, Columbus, Ohio 43215; Columbia Gas of Maryland, Inc. (''Columbia Maryland''), 200 Civic Center Drive, Columbus, Ohio 43215; Columbia Gas of Kentucky, Inc. (''Columbia Kentucky''), 200 Civic Center Drive, Columbus, Ohio 43215; Commonwealth Gas Services, Inc. (''Commonwealth Services''), 200 Civic Center Drive, Columbus, Ohio 43215; Columbia Gulf Transmission Co. (''Columbia Gulf''), 1700 MacCorkle Avenue, S.E., Charleston, West Virginia 25314; Columbia Gas Development Corp. (''Columbia Development''), One Riverway, Houston, Texas 77056; Columbia Natural Resources, Inc. (''Columbia Resources''), 900 Pennsylvania Avenue, Charleston, West Virginia 25302; Columbia Coal Gasification Corp. (''Columbia Coal''), 900 Pennsylvania Avenue, Charleston, West Virginia 25302; Columbia Energy Services Corp. (''Columbia Services''), 2581 Washington Road, Upper Saint Clair, Pennsylvania 15241; Columbia Gas System Service Corp. (''Service Corporation''), 20 Monchanin Road, Wilmington, Delaware 19807; Columbia Propane Corp. (''Columbia Propane''), 800 Moorefield Park Drive, Richmond, Virginia 23236; Commonwealth Propane, Inc. (''Commonwealth Propane''), 800 Moorefield Park Drive, Richmond, Virginia 23236; TriStar Ventures Corp. (''TriStar Ventures''), 20 Monchanin Road, Wilmington, Delaware 19807; TriStar Capital Corp. (''TriStar Capital''), 20 Monchanin Road, Wilmington, Delaware 19807; Columbia Atlantic Trading Corp. (''Columbia Atlantic''), 20 Monchanin Road, Wilmington, Delaware 19807; and Columbia LNG Corp. (''Columbia LNG''), 20 Monchanin Road, Wilmington, Delaware 19807.

[2] TriStar Pedrick Limited Corporation, TriStar Pedrick General Corporation, TriStar Binghamton Limited Corporation, TriStar Binghamton General Corporation, TriStar Vineland Limited Corporation, TriStar Vineland General Corporation, TriStar Rumford Limited Corporation, TriStar Georgetown General Corporation, TriStar Georgetown Limited Corporation, TriStar Fuel Cells Corporation, TVC Nine Corporation, and TVC Ten Corporation, all of 20 Monchanin Road, Wilmington, Delaware 19807.

[3] Columbia Pennsylvania, Columbia Ohio, Columbia Maryland, Columbia Kentucky, Commonwealth Services, Columbia Gulf, Columbia Development, Columbia Resources, Columbia Coal, Service Corporation, Columbia Propane, Commonwealth Propane, TriStar Capital, and Columbia Atlantic.

a Delaware partnership (''EnviroTech Partnership''). The interest to be acquired by Development will represent not more than 9.9% of the interests of all limited partners of the EnviroTech Partnership. The sole general partner of the EnviroTech Partnership (''General Partner'') will be Advent International Limited Partnership, a Delaware limited partnership, of which Advent International Corporation (''AIC'') is the general partner. AIC is a venture capital investment firm.

In addition, Southern proposes to provide the funds needed by Development in order to acquire the interests in the EnviroTech Partnership. Such funds will be advanced to Development as cash capital contributions as and when contributions by the limited partners are called by the General Partner in accordance with the terms of the partnership agreement.

A key objective of the EnviroTech Partnership is to make investments in companies (each a ''Portfolio Company'') that will contribute to the reduction, avoidance or sequestering of greenhouse gas emissions; help utilities and their customers handle waste by-products more effectively or produce or manufacture goods or services more cost effectively; improve the efficiency of the production, storage, transmission, and delivery of energy; and provide investors with attractive opportunities relating to the evolving utility business climate which meet the above objectives.

In selecting suitable investments, the EnviroTech Partnership will focus on the following technology sectors, among others: Alternate and renewable energy technologies; environmental and waste treatment technologies and services; energy efficiency technologies, processes and services; electrotechnologies used in the reduction of medical waste; technologies and processes promoting alternative energy for transportation; and other technologies related to improving the generation, transmission and delivery of electricity.

The term of the EnviroTech Partnership is 10 years from the date of the partnership agreement, subject to extension for up to two years upon agreement of the General Partner and limited partners holding 66⅔ percent of the combined capital contributions of all limited partners. Subject to certain limitations set forth in the partnership agreement, the management, operation, and implementation of policy of the EnviroTech Partnership will be vested exclusively in the General Partner. Among other powers, the General Partner will have discretion to invest the partnership's funds in accordance with investment guidelines. The investment guidelines may be amended or modified only upon the affirmative vote of limited partners representing at least 75% of the commitments of all limited partners.

Under the terms of the partnership agreement the General Partner will be paid an annual management fee equal to 2½ percent of the total amount of the capital commitments of the partners through the first six years, thereafter declining by ¼ of 1% on each anniversary to 1.5% commencing on the ninth anniversary date. In addition, the General Partner shall be entitled to reimbursement for all reasonable expenses incurred in the organization of the EnviroTech Partnership up to $195,000, and for other third party expenses incurred on behalf of the EnviroTech Partnership.

All EnviroTech Partnership income and losses (including income and losses deemed to have been realized when securities are distributed in kind) will generally be allocated 80% to and among the limited partners and 20% to the General Partner. All cash distributions to the partners shall be made first to the limited partners until such time as the limited partners shall have received aggregate distributions equal to the aggregate of their respective capital contributions, and thereafter 20% to the General Partner and 80% to the limited partners. Distributions in kind of the securities of Portfolio Companies that are listed on or otherwise traded in a recognized over-the-counter or unlisted securities market may be made at the option of the General Partner.

The partnership agreement also provides that in the event it is likely that an investment by the EnviroTech Partnership would cause a limited partner (''Conflicted Partner'') to violate, among other things, any law or regulation, under certain circumstances other limited partners (each, a ''Purchasing Partner'') may purchase from the Conflicted Partner a proportionate interest in such an investment by delivering to the Conflicted Partner a note in the principal amount of the Conflicted Partner's capital contributions attributable to the portion of such interest in the investment being purchased. Such note will be non-recourse to the Purchasing Partner and will bear interest at a rate equal to 200 basis points over comparable U.S. Treasury obligations having a five year maturity, such interest and principal being payable only to the extent that the Purchasing Partner receives distributions or payments attributable to the interest purchased.

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

**Margaret H. McFarland,**

*Deputy Secretary.*

[FR Doc. 95–3282 Filed 2–8–95; 8:45 am]

BILLING CODE 8010–01–M

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**[Release No. IC–20879; 812–9238]**

## Van Kampen Merritt Equity Opportunity Trust, Series 7, et al.; Notice of Application

February 3, 1995.

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

**ACTION:** Notice of application for exemption under the Investment Company Act of 1940 (''Act'').

**APPLICANTS:** Van Kampen Merritt Equity Opportunity Trust, Series 7 and Van Kampen Merritt, Inc. (the ''Sponsor'').

**RELEVANT ACT SECTIONS:** Order requested under sections 11(a) and 11(c).

**SUMMARY OF APPLICATION:** Van Kampen Merritt Equity Opportunity Trust, Series 7 and certain Subsequent Series (the ''Rollover Trust'') and the Sponsor seek an order permitting certain offers to exchange units of terminating series of the Rollover Trust for units of subsequently offered series of the Rollover Trust.

**FILING DATES:** The application was filed on September 22, 1994, and an amendment thereto was filed on January 25, 1995.

**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 Applicants with a copy of the request, personally or by mail. Hearing requests should be received by the SEC by 5:30 p.m. on February 28, 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 reasons for the request, and the issues contested. Persons who wish to be notified of a hearing may request such notification by writing to the SEC's Secretary.

**ADDRESSES:** Secretary, SEC, 450 Fifth Street, NW., Washington, DC 20549. Applicants: One Parkview Plaza, Oakrook Terrace, Illinois 60181.

**FOR FURTHER INFORMATION CONTACT:** H.R. Hallock, Jr., Special Counsel, at (202) 942–0564 or Barry D. Miller,