

of a merger into DRI or a consolidated subsidiary of DRI. DRI and its wholly-owned subsidiaries bore all the expenses of applicant.

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

**Margaret H. McFarland,**

*Deputy Secretary.*

[FR Doc. 95-11706 Filed 5-11-95; 8:45 am]

BILLING CODE 8010-01-M

[File No. 1-9751]

**Issuer Delisting; Notice of Application To Withdraw From Listing and Registration; (Champion Enterprises, Inc., Common Stock, \$1.00 Par Value)**

May 5, 1995.

Champion Enterprises, 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, in addition to being listed on the Amex, the Security is listed on the New York Stock Exchange, Inc. ("NYSE"). The Security commenced trading on the NYSE at the opening of business on May 2, 1995 and concurrently therewith the Security was suspended from trading on the Amex.

In making the decision to withdraw the Security from listing on the Amex, the Company considered the direct and indirect costs and expenses attendant in maintaining the dual listing of the Security on the NYSE and the Amex. The Company does not see any particular advantage in the dual trading of the Security and believes that dual listing would fragment the market for the Security.

Any interested person may, on or before May 26, 1995, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 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. 95-11707 Filed 5-11-95; 8:45 am]

BILLING CODE 8010-01-M

[File No. 1-5590]

**Issuer Delisting; Notice of Application To Withdraw From Listing and Registration; (Fluke Corporation, Common Stock, \$.25 Par Value; Common Stock Purchase Rights With Respect to Common Stock, \$.25 Par Value)**

May 5, 1995.

Fluke Corporation ("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 securities ("Securities") from listing and registration on the American Stock Exchange, Inc. ("Amex") and Pacific Stock Exchange Incorporated ("PSE").

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

According to the Company, in addition to being listed on the Amex and PSE, the Securities are listed on the New York Stock Exchange, Inc. ("NYSE"). The Securities commenced trading on the NYSE at the opening of business on April 10, 1995 and concurrently therewith the Securities were suspended from trading on the Amex and PSE.

In making the decision to withdraw the Securities from listing on the Amex and PSE, the Company considered the direct and indirect costs and expenses attendant in maintaining the listing on such exchanges in addition to the listing on the NYSE. The Company does not see any significant advantage in the trading of the Securities on three exchanges and believes that such additional listings would cause confusion and fragment the market for the Securities.

Any interested person may, on or before May 26, 1995 submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549, facts bearing upon whether the application has been made in accordance with the rules of the exchanges 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. 95-11709 Filed 5-11-95; 8:45 am]

BILLING CODE 8010-01-M

[Release No. 35-26286]

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

May 5, 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 May 30, 1995, 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.

*New England Electric System (70-7732)*

New England Electric System ("NEES"), 25 Research Drive, Westborough, Massachusetts 01582, a registered holding company, has filed a post-effective amendment to its application-declaration under Sections

6(a), 7, 9(a), 10, 12(c) and 12(e) of the Act ("Act") and Rule 42 thereunder.

By prior Commission orders in this matter, dated March 8, 1990 and January 25, 1991 (HCAR Nos. 25051 and 25247, respectively), NEES was authorized to solicit proxies from its shareholders for approval of its New England Electric Companies' Incentive Share Plan ("Plan"). NEES was further authorized from time-to-time through May 1, 1995, to issue and sell an aggregate of up to 500,000 authorized but unissued common shares, \$1 par value, to the Plan or, in the alternative, to purchase all of such shares for the Plan or, in the alternative, to purchase all of such shares for the Plan in the open market. The prices of NEES common shares purchased by the Plan is based upon the average of the high and low prices of NEES common shares on the New York Stock Exchange-Composite Transactions as reported in *The Wall Street Journal* for five consecutive trading days.

The proceeds from the continued sale of the common shares by NEES will be added to the general funds of NEES and be used for any or all of the following purposes: (1) Investment in NEES's subsidiaries; (2) payment of indebtedness of NEES; or (3) general purposes of NEES.

Through March 31, 1995, NEES issued 41,363 shares under the Plan leaving a remaining balance of 458,637 shares. NEES now proposes to issue and sell or acquire and sell the remaining shares under the Plan, through December 31, 1997.

#### *Entergy Corporation (70-8509)*

Entergy Corporation ("Entergy"), 639 Loyola Avenue, New Orleans, Louisiana 70113, a registered holding company, and its nonutility subsidiary company, Entergy Enterprises, Inc., ("Enterprises"), Three Financial Centre, 900 South Shackleford Road, Suite 210, Little Rock, Arkansas 72211, and Enterprises' nonutility subsidiary company, Entergy Systems and Service, Inc. ("Entergy SASI"), 4740 Shelby Drive, Suite 103, Memphis, Tennessee 38118, (collectively, "Applicants"), have filed an amendment to their application-declaration under sections 6(a), 7, 9(a), 10 and 12(b) of the Act and rules 45 and 54 thereunder.

The Applicants originally filed this matter on October 28, 1994 and the Commission issued a notice of the filing of the application-declaration on November 18, 1994 (HCAR No. 26163) ("Initial Proposal"). On December 12, 1994, the City of New Orleans, Louisiana intervened in this matter filing comments and requesting a hearing. Subsequently, on April 25,

1995, the Applicants amended and restated the entire description of their proposed transactions.

Pursuant to Commission order dated December 28, 1992 (HCAR No. 25718), Entergy SASI was organized as a wholly owned subsidiary of Enterprises that would provide energy management services to commercial, industrial and institutional customers. Such order authorized Entergy SASI to provide energy management services, without limitation, to customers within a region consisting of the states of Arkansas, Louisiana and Mississippi; and the service territories of utilities from which the Entergy system could expect to purchase economy, replacement and emergency energy ("Base Region"). The order also permitted Entergy SASI to solicit and serve customers outside the Base Region to a limited extent, subject to the condition that at least 50% of Entergy SASI's annual revenues be derived from its activities within the Base Region ("50% Revenue Restriction").

The Applicants now seek additional authorization for Entergy SASI to provide consulting services related to energy management and demand-side management ("DSM") activities on a world-wide basis. The consulting services would generally be limited to the rendering of advice, expertise and management/technical services for a consulting fee in order to assist energy customers, utilities, federal, state and foreign government entities and other customers with energy management and/or DSM activities in cases where Entergy SASI is not directly involved in the performance of such energy management and/or DSM services.

Specifically, Entergy SASI's consulting services would include the following: (1) Development and review of architectural, structural and engineering drawings for energy and other resource efficiency; (2) design and specification of energy consuming or conservation equipment, controls and systems; (3) design and marketing of intellectual property relating to energy management services; (4) general technical advice concerning the use, benefits, planning and/or administration of energy management and/or DSM programs; and (5) general management advice and services relating to the implementation of functions, practices and procedures incidental to the conduct of the energy management services business and/or DSM programs. Entergy SASI requests consulting services without regard to the 50% Revenue Restriction.

In addition, Entergy SASI proposes to provide funding to other energy

management and DSM contractors to enable them to carry out energy conservation measures. Although the precise terms of such funding arrangements will not be determined until the time of the applicable transactions, it is anticipated that Entergy SASI will be repaid through assignments of a portion of the monthly fees paid by customers under contracts relating to the installation of energy conservation measures. The Applicants state that the proposed funding arrangements will not involve the acquisition by Entergy SASI of any promissory notes.

Finally, the Applicants request authorization for: (1) Entergy to make additional investments in Enterprises of up to an aggregate amount of \$150 million from time-to-time through December 31, 1997, with such investments to be made through any combination of purchases of Enterprises' common stock and/or capital contributions; (2) Enterprises to use the proceeds of such transactions to make additional investments in Entergy SASI in the form of equity investments and/or loans of up to \$150 million from time-to-time through December 31, 1997; and (3) Entergy SASI to issue and sell to nonaffiliated third parties during the same period up to \$150 million of commercial paper, promissory notes and/or other debt securities, secured or unsecured (collectively, "Debt Securities").

It is proposed that the proceeds derived from Enterprises' investments, as well as any third party financing, be used by Entergy SASI for the following purposes: (1) To repay its existing indebtedness under notes issued to Entergy; (2) to provide financing for customer contracts and funding for the implementation of energy conservation measures by other energy management and DSM contractors; and (3) to provide Entergy SASI with necessary working capital in connection with its ongoing energy management, consulting and other authorized businesses, as well as to pay for general and administrative expenses and to provide for Entergy SASI's other capital needs.

Any loans made by Enterprises to Entergy SASI would be evidenced by promissory notes bearing an interest rate to be determined at the time of borrowing, but in no event greater than the then prevailing prime rate as reported by *The Wall Street Journal*, and maturing no later than ten years from the date of borrowing. When Debt Securities issued to nonaffiliates are involved, the yield to maturity of such Debt Securities would not exceed the then current yield to maturity on U.S.

Treasury securities of comparable maturities (subject to straight line interpolation when there is no comparable U.S. Treasury security), plus 400 basis points, and no Debt Securities would be issued for a term of greater than thirty years. Any notes issued by Entergy SASI to Enterprises may, at the option of Enterprises, be converted to capital contributions to Entergy SASI by the forgiveness of the underlying debt.

The amended proposal differs from the Initial Proposal in two material respects. First, under the new proposal, Entergy SASI would not be subject to the 50% Revenue Restriction, while engaging in its original energy management business beyond its Base Region. Secondly, instead of \$100 million, Entergy SASI could issue Debt Securities and Entergy could make additional investments in Entergy SASI, through Enterprises, in the form of equity investments and/or loans of up to an aggregate amount of \$150 million, through December 31, 1997.

#### **Granite State Electric Company (70-8625)**

Granite State Electric Company ("Granite"), 407 Miracle Mile, Suite 1, Lebanon, New Hampshire, an electric utility subsidiary company of New England Electric System, a registered holding company, has filed a declaration under Section 6(a) and 7 of the Act and Rule 54 thereunder.

Granite proposes to issue and sell, on or before December 31, 1995, one or more long-term notes in an aggregate principal amount not to exceed \$5 million ("Note"). Each Note would be issued pursuant to a note agreement ("Note Agreement"), the specific terms of which will be negotiated with a purchaser. Granite expects that each Note will have a maturity date not to exceed 30 years and will bear interest at a fixed rate not to exceed 11%. The Note Agreement may provide for a sinking fund and limitations on callability or refundability, depending on market conditions. Granite proposes that the Notes will be redeemable at any time at its option, upon reasonable notice, at the then outstanding principal amount plus accrued interest and redemption premium, and may include a yield to maturity premium. Granite may elect not to include a dividend limitation for the Notes.

The proceeds from the issuance and sale of the Notes will be applied by Granite to the payment of short-term borrowings, or to the cost of, or the reimbursement of the treasury for, the retirement of outstanding notes, capital additions and improvements to the

plant and property of Granite, or other capital expenditures.

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

**Margaret H. McFarland,**

*Deputy Secretary.*

[FR Doc. 95-11705 Filed 5-11-95; 8:45 am]

BILLING CODE 8010-01-M

[File No. 1-6407]

#### **Issuer Delisting; Notice of Application To Withdraw From Listing and Registration; (Southern Union Company, Common Stock, \$1.00 Par Value)**

May 5, 1995.

The Southern Union Company ("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, in addition to being listed on the Amex, the Security is listed on the New York Stock Exchange, Inc. ("NYSE"). The Security commenced trading on the NYSE at the opening of business on February 27, 1995, and concurrently therewith the Security was suspended from trading on the Amex.

According to the Company, its Board of Directors determined that listing on the NYSE would benefit both the Company, its shareholders and its utility customers by broadening the potential investment audience and providing greater liquidity for the Security.

In making the decision to withdraw the Security from listing on the Amex, the Company considered the direct and indirect costs and expenses attendant in maintaining the dual listing of the Security on the NYSE and on the Amex. The Company does not see any particular advantage in the dual trading of the Security and believes that dual listing would fragment the market.

Any interested person may, on or before May 26, 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 exchanges 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. 95-11708 Filed 5-11-95; 8:45 am]

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#### **SMALL BUSINESS ADMINISTRATION**

##### **Vermont District Advisory Council Meeting; Public Meeting**

The U.S. Small Business Administration Vermont District Advisory Council will hold a public meeting on Monday, May 15, 1995 at 10:00 a.m. at the EastSide Restaurant, 25 Lake Street, Newport, Vermont to discuss matters as may be presented by members, staff of the U.S. Small Business Administration, or others present.

For further information, write or call Mr. Kenneth A. Silvia, District Director, U.S. Small Business Administration, Federal Building, 87 State Street, P.O. Box 605, Montpelier, Vermont 05601 (802) 828-4422.

Dated: May 8, 1995.

**Dorothy A. Overall,**

*Director, Office of Advisory Council.*

[FR Doc. 95-11778 Filed 5-11-95; 8:45 am]

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#### **SOCIAL SECURITY ADMINISTRATION**

##### **Agency Forms Submitted to the Office of Management and Budget for Clearance**

Normally on Fridays, the Social Security Administration publishes a list of information collection packages that have been submitted to the Office of Management and Budget (OMB) for clearance in compliance with P.L. 96-511, The Paperwork Reduction Act. The following clearance packages have been submitted to OMB since the last list was published in the **Federal Register** on April 21, 1995.

(Call Reports Clearance Officer on (410) 965-4142 for copies of package.)

1. Disability Hearing Officer's Report of Disability Hearing—0960-0507. The information on form SSA-1204 is used