

shareholders as parties and beneficiaries so as to enable them to maintain actions at law or in equity within the United States and South Africa. Applicant's custodian also will maintain a list of affiliated persons of applicant, its officers, directors, and investment adviser, and will not consummate any otherwise prohibited transaction with such person unless specifically permitted by SEC order. In addition, applicant will perform every action necessary to cause and assist the custodian of its assets to distribute the assets, or proceeds thereof, if the SEC or a court of competent jurisdiction shall have directed so by final order.

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

**Margaret H. McFarland,**

*Deputy Secretary.*

[FR Doc. 95-16052 Filed 6-28-95; 8:45 am]

BILLING CODE 8010-01-M

[Rel. No. IC-21163; 811-6037]

### **GOC Fund, Inc.; Notice of Application**

June 23, 1995.

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

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

**APPLICANT:** GOC Fund, Inc.

**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 was filed on March 23, 1995 and amended on June 19, 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 July 18, 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 may request notification of a hearing by writing to the SEC's Secretary.

**ADDRESSES:** Secretary, SEC, 450 5th Street, NW., Washington, DC 20549. Applicant, 19 Old Kings Highway South, Darien, CT 06820-4526.

**FOR FURTHER INFORMATION CONTACT:**

Mary Kay Frech, Senior Attorney, at (202) 942-0579, or C. David Messman, Branch Chief, at (202) 942-0564 (Division of Investment Management, Office of Investment Company Regulation).

**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, formerly known as The Manager's Fund, Inc., is an open-end diversified management investment company that was organized as a corporation under the laws of the State of Maryland. On February 2, 1990, applicant registered under the Act as an investment company, and filed a registration statement to register its shares under the Securities Act of 1933. The registration statement was declared effective on March 28, 1990, and the initial public offering commenced on that date.

2. On October 12, 1994, applicant's board of directors approved the liquidation of applicant. The directors determined that the liquidation was in the best interest of securityholders because of applicant's inability to achieve its goals, especially the failure to market its shares to a different class of investors from the existing market for applicant's related funds. In addition, all remaining securityholders had holdings below applicant's minimum amount because all were participants in a reinvestment option offered to unitholders of certain unit investment trusts and the minimum investment amount had been waived for each of such participants.

3. On October 19, 1994, a notice of redemption ("Notice") was sent to all remaining securityholders. Because all remaining securityholders had holdings below the minimum amount established by applicant's articles of incorporation, and in accordance with Maryland law, each securityholder received a final distribution representing the net asset value of its shares along with the Notice.

4. On October 18, 1994, applicant had 132,873 shares outstanding, having an aggregate net asset value of \$132,873 and a per share net asset value of \$1.00.

5. The expenses incurred in connection with the liquidation consists primarily of administrative, legal, and accounting fees, and mailing and telephone expenses. Gabelli-O'Connor Fixed Income Mutual Funds Management Company, applicant's investment adviser, agreed to assume all known and unknown unpaid liabilities of applicant, which are less than \$5,000.

In addition, the investment adviser assumed the unamortized organizational expenses of applicant, in the amount of \$5,122.

6. There are no securityholders to whom distributions in complete liquidation of their interests have not been made. Applicant has no debts or other liabilities that remain outstanding. Applicant is not a party to any litigation or administrative proceeding.

7. Applicant intends to file articles of dissolution with the State of Maryland.

8. Applicant is not now engaged, nor does it propose to engage, in any business activities other than those necessary for the winding up of its affairs.

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

**Margaret H. McFarland,**

*Deputy Secretary.*

[FR Doc. 95-16053 Filed 6-28-95; 8:45 am]

BILLING CODE 8010-01-M

[Release No. 35-26318]

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

June 23, 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 July 17, 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,