own account any shares of Common Stock other than through its interest in the Equity Securities.

4. GE also received at the Closing 2,500,000 shares of Redeemable Preferred Stock, which stock does not have voting rights generally and is not convertible into shares of Common Stock. As of February 28, 1995, PWG has no other shares of Redeemable Preferred Stock outstanding.

5. GE also received at the Closing 1,000,000 shares of Convertible Preferred Stock. Such stock does not generally have the right to vote for the election of directors, but may be converted into shares of Common Stock. As of February 28, 1995, PWG has no other shares of Convertible Preferred Stock outstanding. Assuming that the Convertible Preferred Stock was converted into shares of Common Stock, GE would hold in the aggregate approximately 25.8% of the outstanding shares of Common Stock as of February 28, 1995.[2]

6. The Equity Securities issued by PWG to GE are subject to the terms of a stockholders agreement, dated as of the date of Closing, that creates material restrictions, obligations, and prohibitions with respect to GE's ownership of the Equity Securities (the ''Stockholders Agreement''). Under the Stockholders Agreement, GE is prohibited from acquiring additional voting securities of PWG, except in certain limited circumstances, and is prohibited from seeking to control or influence the management, business, operations, or affairs of PWG, other than through its single representative on the Board of Directors of PWG (the ''Board of Directors''). GE may not seek, submit, or give to any third party any proxy or consent for any matter subject to shareholder action, not may it propose any matter to be considered or voted upon by PWG's shareholders, nor may it seek to call a shareholder meeting for any purpose. GE may not propose any designee of GE to be elected to the Board of Directors of PWG other than the single representative (out of a total of 15 directors) contemplated by the Stockholders Agreement.[3]

7. Under the Stockholders Agreement, GE also may not propose any business combination with PWG. GE may not deposit its voting securities in any voting trust and must present all of its shares at each shareholder meeting either in person or by proxy, for purposes of establishing a quorum. GE must vote all its shares for or against any matter as directed by the Board of Directors or, in certain limited circumstances, if requested by the Board of Directors, as all other shares of Common Stock are voted. GE may sell its Common Stock only pursuant to an underwritten offering, or pursuant to certain registration rights, or pursuant to a tender offer that is not opposed by the Board of Directors. Subject to these restrictions, all shares of Common Stock and Convertible Preferred Stock proposed to be transferred by GE to a third party are subject to a right of first refusal in favor of PWG. GE's shares of Common Stock and Convertible Preferred Stock also are subject to a right of repurchase in favor of PWG that may be exercised at any time at the discretion of PWG.

8. The Stockholders Agreement has a scheduled term of 15 years. The Stockholders Agreement may be terminated earlier upon the written agreement of PWG, Kidder, and GE; upon the third anniversary of the date upon which GE and its affiliates no longer beneficially own any voting securities of PWG; or in the event that the obligations of PWG under the Stockholders Agreement (relating to nominating and electing a member to the Board of Directors) are not observed and performed.

Applicants' Legal Analysis

1. Section 2(a)(9) of the Act provides, in relevant part, that any person who owns beneficially more than 25% of the voting securities of a company shall be presumed to control such company. Applicants request an order declaring that the presumption of control by a greater than 25% shareholder under section 2(a)(9) has been rebutted by evidence presented in the application.

2. Section 2(a)(4) defines an ''assignment'' to include any transfer of a controlling block of the assignor's outstanding voting securities by a security holder of the assignor. Section 15(a)(4) provides that a registered investment company's investment advisory contracts automatically terminate in the event of their assignment. If GE's acquisition of the Equity Securities is deemed to result in a change of control of PWG, then all of the existing investment advisory contracts to which MHAM or PWI is a party automatically would be terminated. If such contracts are terminated, new investment advisory contracts must be approved by the funds' Board of Directors and shareholders in accordance with section 15(a).

3. For the reasons set forth below, applicants believe that the evidence presented in the application rebuts the presumption under section 2(a)(9) that GE controls PWG as a result of its acquisition of the Equity Securities. There is not currently, nor has there ever been, any historical or traditional relationship between PWG and GE that would indicate any prospective intention or latent ability of GE, in fact, to control PWG. GE is entitled to a single representative to serve on the Board of Directors of 15 people, and only for so long as it owns 10% of the outstanding voting securities of PWG. Other than its single representative to the Board of Directors, GE is expressly prohibited from influencing or seeking any third party to influence any of the business, operations, management, or policies of PWG. In addition, GE has no right, privilege, or power to be consulted with respect to any material corporate actions by PWG and has no veto power over any extraordinary corporate action.

4. Applicants believe that the beneficial ownership by GE of approximately 25.8% of PWG Common Stock would not result in a change of control of PWG because there would be no transfer of actual control to GE. The Stockholders Agreement reflects the business agreement between the parties that PWG maintain its independence and that GE's ownership interest be a passive investment.

5. The order would remain in effect for so long as the Stockholders Agreement remains in full force and effect, without any amendment that would materially reduce the restrictions, obligations, and prohibitions with respect to GE's ownership, communication, voting, and transfer rights with respect to the Equity Securities contained therein.

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

Jonathan G. Katz,

Secretary.

[FR Doc. 95–16929 Filed 7–10–95; 8:45 am]

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certain limited circumstances, elect two additional directors to the Board of Directors of PWG. *See* footnote 2.

[2] In a letter dated June 30, 1995, counsel for applicants stated that, as of the date of amendment 1 to the application, GE held in excess of 25% of PWG's outstanding voting securities on a fully diluted basis.

[3] If PWG does not pay in full six quarterly dividends (whether or not consecutive) or fails to make a mandatory redemption payment with respect to the Redeemable Preferred Stock or the Convertible Preferred Stock, the Board of Directors would be increased by two and GE would have the right to elect the two additional directors for so long as such arrearage continues and for a one-year period thereafter. In such event, GE nevertheless would continue to have minority representation on the Board of Directors.

[Rel. No. IC–21179; 811–2294]

Pioneer America Fund, Inc. (Formerly Mutual of Omaha America Fund, Inc.); Notice of Application

June 30, 1995.

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

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

APPLICANT: Pioneer America Fund, Inc.

RELEVANT ACT SECTION: Section 8(f).

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

FILING DATE: The application was filed 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 25, 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, N.W., Washington, D.C. 20549. Applicant, 60 State Street, Boston, MA 02109.

FOR FURTHER INFORMATION CONTACT: Elaine M. Boggs, Staff Attorney, at (202) 942–0572, or Robert A. Robertson, 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 is an open-end management investment company that was organized as a Nebraska corporation. On January 18, 1974, applicant registered under the Act as an investment company. Applicant filed a registration statement to register its shares under the Securities Act of 1933 on June 21, 1972. The registration statement was declared effective on October 29, 1973, and an initial public offering commenced shortly thereafter. On April 6, 1994, applicant filed an amendment to its registration statement under the Act reflecting a change in its corporate name.

2. On April 11, 1994, applicant's board of directors approved an agreement and plan of reorganization (the ''Plan'') between applicant and Pioneer U.S. Government Trust (the ''Trust''), a registered management investment company. On the same date, the board of directors made the findings required by rule 17a–8 under the Act.[1]

3. On April 15, 1994, applicant distributed proxy materials to its shareholders. At a meeting held on June 21, 1994, applicant's shareholders approved the reorganization.

4. Pursuant to the Plan, on June 30, 1995, applicant transferred all of its assets and liabilities to the Trust in exchange for shares of the Trust with an aggregate net asset value equal to the net asset value of applicant. Immediately thereafter, applicant distributed shares of the Trust received in connection with the reorganization to its shareholders on a *pro rata* basis. On the date of the reorganization, applicant had 7,474,763.794 shares outstanding, having an aggregate net asset value of $77,633,737.69 and a per share net asset value of $10.39.

5. Applicant and the Trust each assumed their own expenses in connection with the reorganization. Legal, accounting, and printing and mailing expenses in the approximate amounts of $15,000, $2,500, and $9,300, respectively were borne by applicant. The Trust had legal expenses of $1,500 in connection with the reorganization.

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 was dissolved as a Nebraska corporation pursuant to articles of dissolution, dated March 20, 1995, filed with the State of Nebraska.

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.

[1] Rule 17a–8 provides an exemption from section 17(a) for certain reorganizations among registered investment companies that may be affiliated persons, or affiliated persons of an affiliated person, solely by reason of having a common investment adviser, common directors, and/or common officers.

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

Jonathan G. Katz,

Secretary.

[FR Doc. 95–16927 Filed 7–10–95; 8:45 am]

BILLING CODE 8010–01–M

[Rel. No. IC–21178; 811–2921]

Pioneer Money Market Account, Inc. (Formerly Mutual of Omaha Money Market Account, Inc.); Notice of Application

June 30, 1995.

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

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

APPLICANT: Pioneer Money Market Account, Inc.

RELEVANT ACT SECTION: Section 8(f).

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

FILING DATE: The application was filed 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 25, 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, N.W., Washington, D.C. 20549. Applicant, 60 State Street, Boston, MA 02109.

FOR FURTHER INFORMATION CONTACT: Elaine M. Boggs, Staff Attorney, at (202) 942–0572, or Robert A. Robertson, 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 is an open-end management investment company that