

was organized as a Nebraska corporation. On July 27, 1979, 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 July 5, 1979. The registration statement which was declared effective on July 27, 1979, 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 Money Market Trust (the "Trust") on behalf of Cash Reserves Fund ("Cash Reserves"). Cash Reserves is a series of the Trust and is a registered management investment company. On the same date, the board of directors made the findings required by rule 17a-8 under the Act.<sup>1</sup>

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 Cash Reserves in exchange for shares of Cash Reserves with an aggregate net asset value equal to the net asset value of applicant. Immediately thereafter, applicant distributed shares of Cash Reserves received in connection with the reorganization to its shareholders on a *pro rata* basis. On the date of the reorganization, applicant had 106,188,627.16 shares outstanding, having an aggregate net asset value of \$106,188,627.15 and a per share net asset value of \$1.00.

5. Applicant and Cash Reserves each assumed their own expenses in connection with the reorganization. Legal, accounting, and printing and mailing expenses in the approximate amounts of \$10,000, \$2,500, and \$31,700, respectively were borne by applicant. Cash Reserves had legal expenses of \$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.

<sup>1</sup> 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.

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.

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

**Jonathan G. Katz,**

*Secretary.*

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[Release No. 35-26324]

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

June 30, 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 24, 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.

#### The Southern Company (70-8421)

The Southern Company ("Southern"), 64 Perimeter Center East, Atlanta, Georgia 30346, a registered holding company, has filed a post-effective

amendment to their application-declaration filed under sections 6(a), 7, 9(a), 10 and 12(b) of the Act and rules 42 and 53 thereunder.

By order dated August 3, 1994 (HCAR No. 26096) ("August 1994 Order"), Southern was authorized, through December 31, 1996, to: (i) Acquire the securities of one or more companies ("Project Parents") engaged directly or indirectly, and exclusively, in the business of owning and holding the securities of foreign utility companies and exempt wholesale generators; (ii) make direct or indirect investments in Project Parents in an aggregate amount at any one time outstanding not to exceed \$400 million, including (a) guaranties by Southern of the principal of or interest on any promissory notes or other evidences of indebtedness of any Project Parent issued to lenders other than Southern and (b) conversions of promissory notes issued to Southern by any Project Parent to capital contributions; and (iii) cause such Project Parents to borrow up to \$800 million from persons other than Southern of which no more than \$200 million could be denominated in currencies other than U.S. dollars.

Southern now proposes to: (i) Extend the authorization period of the August 1994 Order to the earlier of (a) December 31, 1997 or (b) the effective date of any rule of general applicability adopted by the Commission that would exempt the issuance of securities by any Project Parent and the acquisition thereof by a registered holding company from the provisions of sections 6, 7, 9 and 10 of the Act; (ii) make investments in Project Parents up to the greater of (a) \$1.072 billion or (b) 50% of Southern's "consolidated retained earnings," determined in accordance with rule 53(a); and (iii) cause the Project Parents to issue debt securities to persons other than Southern (and with respect to which there is no recourse to Southern) in an aggregate principal amount at any time outstanding not to exceed \$1 billion, which may be denominated in either U.S. dollars or foreign currencies.

#### Northeast Utilities, et al. (70-8507)

Northeast Utilities ("NU"), 174 Brush Hill Avenue, West Springfield, Massachusetts 01089, a registered holding company, and its wholly owned subsidiary companies, Charter Oak Energy, Inc. ("Charter Oak") and COE Development Corporation ("COE Development"), both located at 107 Seldon Street, Berlin, Connecticut 06037, (collectively, the "Applicants") have filed a post-effective amendment to their application-declaration under sections 6(a), 7, 9(a), 10, 13(b), 32 and

33 of the Act and rules 53, 83, 86, 87, 90 and 91 thereunder.

By order dated December 31, 1994 (HCAR No. 26213) ("Order"), the Commission authorized NU to invest directly in Charter Oak and indirectly in COE Development up to an aggregate principal amount of \$200 million from January 1, 1995 through December 31, 1996. Applicants were further authorized, among other things, to pursue preliminary development activities with regard to investment and participation in qualifying cogeneration and small power production facilities ("QFs") throughout the United States and independent power production facilities that would constitute a part of NU's integrated public utility system ("Qualified IPPs") and to provide consulting services to such projects. Charter Oak and COE Development may invest in QFs and Qualified IPPs after obtaining Commission approval and may invest in, and finance the acquisition of, exempt wholesale generators ("EWGs") and foreign utility companies ("FUCOs") subject to certain limitations ("Exempt Projects"). In addition, the Applicants were authorized to issue guarantees and assume the liabilities of subsidiary companies for pre-development activities relating to QFs and Qualified IPPs, and for both pre-development and contingent liabilities subsequent to operation with regard to Exempt Projects, subject to certain restrictions.

The Applicants have also been authorized: (1) To form intermediate subsidiary companies ("Intermediate Companies") to acquire interests in, finance the acquisition of, and hold the securities of EWGs and FUCOs, through the issuance of equity securities and debt securities to third parties; (2) to cause Intermediate Companies to make partial sales of certain projects; (3) to participate in joint ventures, and to dissolve Intermediate Companies under specified circumstances; and (4) to have Charter Oak's employees and employees of other NU service companies provide a *de minimis* amount of services to affiliated Intermediate Companies, EWGs and FUCOs.

The Applicants now request authorization to increase their existing funding authorization by \$200 million, under the terms and conditions set forth in the Order, for a total authorization of \$400 million from January 1, 1995 through December 31, 1996.

The Order also authorized Charter Oak to obtain debt financing from unaffiliated third parties, anticipated to be banks, insurance companies, and other institutional investors ("Debt Financing"), as long as the total of all

investments together with any Debt Financing does not exceed the total funding authorization of Charter Oak. The Applicants propose to modify the permissible terms of commitment and other fees payable by Charter Oak in connection with Debt Financing such that they may not exceed 50 basis points per annum on the total amount of the Debt Financing instead of the 25 basis points currently authorized.

#### **NorAm Energy Corp. (70-8629)**

NorAm Energy Corporation ("NorAm"), 1600 Smith, 11th Floor, Houston, Texas, 77002, has filed an application under Section 3(b) of the ("Act") for an order of exemption in connection with its contemplated acquisition of an interest in Gas Natural, S.A. ("Gas Natural"), a gas public utility, shares of which will be sold by the Colombian government pursuant to a privatization plan.

NorAm is engaged in the distribution and transmission of natural gas in six states. NorAm is not a public utility holding company under the Act.

NorAm would participate in the acquisition of Gas Natural through a wholly owned Delaware subsidiary ("Delaware Subsidiary"). NorAm might create a Colombian corporation ("Colombian Corporation") to hold its interest in Gas Natural or it might create a wholly owned Colombian subsidiary ("Colombian Subsidiary") to hold its interest in Gas Natural. The Delaware Subsidiary would hold, in either case, shares of the Colombian Corporation or the Colombian Subsidiary ("Colombian Companies"). NorAm would not acquire an interest in Gas Natural in excess of 49%.

NorAm, the Delaware Subsidiary and the Colombian Companies would be holding companies under the Act with respect to Gas Natural. Section 3(b) of the Act authorizes the Commission to exempt from the Act a subsidiary company of a holding company if it derives no material part of its income from sources within the United States and neither it nor its subsidiary companies is a public utility with operations in the United States.

Neither Gas Natural nor the Colombian Companies would derive income from sources in the United States and would have no public utility operations, and would have no subsidiary companies with public utility operations, in the United States. Finally, it is stated that the proposed acquisition would not affect or impair utility functions or the financial condition of NorAm.

#### **Central and South West Corporation (70-8645)**

Central and South West Corporation ("CSW"), 1616 Woodall Rodgers Freeway, Dallas, Texas 75202, a registered holding company, has filed an application-declaration under sections 6(a), 7, 9(a), 10, and 12(b) of the Act and rule 45 thereunder.

CSW proposes to establish a new subsidiary, EnerShop Inc. ("EnerShop"), to engage in the business of providing energy and demand side management services to commercial and industrial customers of both associate and nonassociate companies. EnerShop will provide a wide range of energy-related products and services, including consulting and energy analysis, project management, design and construction, energy efficient equipment installation and maintenance, equipment financing and leasing, facilities management services, environmental services and compliance and fuel procurement. Customer financing provided by EnerShop may take the form of capital leases, operating leases, tax-exempt financing, promissory notes, or performance guarantee contracts, with terms from one to thirty years, priced at fair market value. CSW states that the majority of this financing is expected to be placed with third party lenders and leasing companies.

Initially, EnerShop will have a relatively small staff, and will contract or subcontract with third-party providers of services, including other companies in the CSW system and partnerships and joint ventures to which EnerShop may become a party. In addition, EnerShop may request CSW Services, Inc. and the electric utility company subsidiaries of CSW to provide personnel and other resources to consult and assist in accounting, procurement, marketing, engineering and other required functions in connection with EnerShop's business activities. CSW states that all transactions between EnerShop and any other CSW system company will be at cost, in compliance with section 13 of the Act and the related rules.

CSW states that transactions with customers (all of which will be nonassociate companies) will be at prices reflecting EnerShop's costs, including overhead, plus a profit, that EnerShop will retain such of its earnings as remain after reimbursement to CSW system companies of costs and payment of EnerShop's other costs and liabilities, and that some or all of those retained earnings may be paid to CSW as dividends.

CSW proposes to make an initial purchase of 100 shares of EnerShop common stock, par value \$0.10 per share, for an aggregate cash purchase price of \$1,000. CSW also proposes to make loans to EnerShop from time to time through December 31, 1999, with maturities no later than December 31, 2000. Such loans will bear an interest rate that will not exceed the prime rate in effect on the date of the loan at a bank designated by CSW, and may be either evidenced by notes or made pursuant to open account advances. CSW further proposes to guarantee or to act as surety on bonds, indebtedness and performance and other obligations of EnerShop. Such guarantees and arrangements will be made from time to time through December 31, 2000, and will expire or terminate no later than December 31, 2002. The total amount of all common stock purchases, loans and guarantees for which authorization is sought (together with all other purchases by CSW of EnerShop common stock and capital contributions and loans by CSW to EnerShop that are exempt from the requirement of Commission approval) will not exceed \$100 million at any time outstanding. CSW intends to fund loans to EnerShop through its external short-term borrowing program (Holding Co. Act Release No. 26254, March 21, 1995).

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

**Jonathan G. Katz,**  
Secretary.

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[Rel. No. IC-21180; 812-9606]

### Smith Hayes Trust, Inc.-Capital Builder Fund, et al.; Notice of Application

June 30, 1995.

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

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

**APPLICANTS:** Smith Hayes Trust, Inc.-Capital Builder Fund (the "Company"), Conley Partners Limited Partnership (the "Partnership"), Conley Investment Counsel, Inc. ("CIC"), and John H. Conley ("Conley").

**RELEVANT ACT SECTIONS:** Orders requested under section 17(b) of the Act for an exemption from section 17(a) of the Act.

**SUMMARY OF APPLICATION:** Applicants request an order that would permit the Partnership, a private investment

company, to merge into a series of the Company, an affiliated registered investment company.

**FILING DATE:** The application was filed on May 15, 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 July 25, 1995 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 who wish to be notified of a hearing may request notification by writing to the SEC's Secretary.

**ADDRESSES:** Secretary, SEC, 450 Fifth Street, N.W., Washington, D.C. 20549. Applicants, 500 Centre Terrace, 1225 "L" Street, Lincoln, Nebraska 68508.

**FOR FURTHER INFORMATION CONTACT:** Deepak T. Pai, Staff Attorney, at (202) 942-0574, 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.

### Applicants' Representations

1. The Company is a registered open-end investment company organized as a Minnesota corporation. The Company currently is comprised of nine portfolios, including the Capital Builder Fund (the "CB Fund"). The CB Fund became effective on April 4, 1995, and no offering of shares has commenced. Conley Smith, Inc. (the "Adviser"), a subsidiary of Consolidated Investment Corporation, will act as investment adviser to the CB Fund. Conley is the president of the Adviser and owns approximately 5% of the voting securities of Consolidated Investment Corporation. The principal underwriter for the shares of the CB Fund will be Smith Hayes Financial Services Corporation (the "Distributor").

2. The Partnership was formed in 1989 as a limited partnership under Nebraska state law. The Partnership has not been registered under the Act in reliance upon section 3(c)(1) of the Act, and the Partnership interests have not been registered under the Securities Act of 1933 in reliance upon section 4(2) of

the Act. CIC is the sole general partner of the Partnership and has exclusive control over the management of its business. Conley is the sole shareholder of CIC and the portfolio manager for the Partnership. No person who is an officer or director of the Distributor or the Adviser (except Conley) and no person who is an officer or director of the CB Fund is a limited partner of the Partnership.

3. Applicants propose that, prior to the offering of CB Fund shares to the public, the CB Fund would exchange shares for portfolio securities of the Partnership. After the exchange (the "Exchange"), the Partnership would dissolve and distribute the shares of the CB Fund *pro rata*, based on the net asset value of the Partnership, to the partners of the Partnership, along with cash received, if any, from the sale of the portfolio securities of the Partnership not acquired by the CB Fund. Following the Exchange, partners of the Partnership will constitute all of the shareholders of the CB Fund. The CB Fund has been designed as a successor investment vehicle to the Partnership, with investment objectives and policies substantially the same as those of the Partnership.

4. The proposed Exchange will be effected pursuant to an agreement and plan of exchange (the "Plan") to be approved by the limited partners of the Partnership. Solicitation of the limited partners for approval of the Plan will be made by means of a Prospectus/Information Statement and will be accompanied by a current CB Fund prospectus. Under the Plan, the portfolio securities of the Partnership will be acquired at their independent "current market price," as defined in rule 17a-7 under the Act. The CB Fund will not acquire securities that, in the opinion of the Adviser, would result in a violation of the CB Fund's investment objectives, policies, or restrictions.

5. The Company's board of directors has considered the desirability of the Exchange from the point of view of the Company and the Partnership, and a majority of the board, including a majority of the non-interested members, has concluded that (a) the Exchange is in the best interest of the CB Fund, the Partnership, and the limited partners of the Partnership; (b) the Exchange will not dilute the interests of the partners of the Partnership when their interests are converted into shares of the CB Fund; and (c) the terms of the Exchange as reflected in the Plan have been designed to meet the criteria set forth in section 17(b) of the Act that the Exchange be reasonable and fair, not involve overreaching, and be consistent with the