

functions of the agency, including whether the information will have practical utility;

(2) Evaluate the accuracy of the estimate of the burden of the proposed collection of information, including the validity of the methodology and assumptions used;

(3) Enhance the quality, utility, and clarity of the information to be collected; and

(4) Minimize the burden of the collection of information on those who are to respond, including through the use of appropriate automated, electronic, mechanical, or other technological collection techniques or other forms of information technology.

Issued at Washington, DC, this 27th day of January, 1997.

Martin Slate,

*Executive Director, Pension Benefit Guaranty Corporation.*

[FR Doc. 97-2405 Filed 1-30-97; 8:45 am]

BILLING CODE 7708-01-P

**SECURITIES AND EXCHANGE COMMISSION**

**Issuer Delisting; Notice of Application to Withdraw From Listing and Registration; (Burlington Industries, Inc., Common Stock, \$.01 Par Value) File No. 1-10984**

January 27, 1997.

Burlington Industries, 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 Pacific Stock Exchange, Inc. ("PSE").

The reasons alleged in the application for withdrawing the Security from listing and registration on the PSE are that trading volume for the security is low and the Company wishes to reduce the cost and management time involved in such listing. The security will continue to be listed on the New York Stock Exchange, Inc.

Any interested person may, on or before February 18, 1997, 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. 97-2357 Filed 1-30-97; 8:45 am]

BILLING CODE 8010-01-M

[Rel. No IC-22479; File No. 812-10390]

**Nationwide Life Insurance Company, et al.**

January 24, 1997.

**AGENCY:** The Securities and Exchange Commission (the "Commission").

**ACTION:** Notice of application for an order pursuant to the Investment Company Act of 1940 ("1940 Act").

**APPLICANTS:** Nationwide Life Insurance Company (the "Company"), Nationwide Fidelity Advisor Variable Account ("Separate Account") and Fidelity Investments Institutional Services Company, Inc.

**RELEVANT 1940 ACT SECTIONS:** Order requested pursuant to Section 26(b).

**SUMMARY OF THE APPLICATION:**

Applicants seek an order approving the proposed substitution of shares of certain portfolios of the Variable Insurance Products Funds ("VIP") and the Variable Insurance Products Funds II ("VIP II") for shares of certain funds of the Fidelity Advisor Annuity Fund ("FAA") currently held by the Separate Account.

**FILING DATES:** The application was filed on October 10, 1996, and amended on January 17, 1997.

**HEARING OR NOTIFICATION OF HEARING:** An order granting the application will be issued unless the Commission orders a hearing. Interested persons may request a hearing by writing to the Secretary of the Commission and serving Applicants with a copy of the request, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on February 18, 1997, 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 requestor's interest, the reason for the request, and the issues contested. Persons may request notification of a hearing by writing to the Secretary of the Commission.

**ADDRESSES:** Secretary, Securities and Exchange Commission, 450 Fifth Street,

N.W., Washington, D.C. 20549. Applicants, c/o Steven Savini, Druen, Rath & Dietrich, One Nationwide Plaza, 1-09-V8, Columbus, Ohio 43216.

**FOR FURTHER INFORMATION CONTACT:** Veena K. Jain, Attorney, or Kevin M. Kirchoff, Branch Chief, Office of Insurance Products (Division of Investment Management), at (202) 942-0670.

**SUPPLEMENTARY INFORMATION:** Following is a summary of the application; the complete application is available for a fee from the Public Reference Branch of the Commission.

**Applicants' Representations**

1. The Company, a stock life insurance company organized under Ohio law, is wholly owned by Nationwide Corporation and is licensed to do business in all fifty states, the District of Columbia, and Puerto Rico.

2. The Separate Account was established by the Company to fund certain variable annuity contracts and is registered pursuant to the 1940 Act as a unit investment trust.

3. The Separate Account issues two classes of contracts, individual flexible purchase payment deferred variable annuity contracts ("Flexible Contracts") and modified single premium deferred variable annuity contracts ("Modified Contracts," together with Flexible Contracts, the "Contracts").

4. The Contracts are sold as non-qualified contracts or as individual retirement annuities governed by Section 408(b) of the Internal Revenue Code ("Code"). The Flexible Contracts may also qualify for federal tax treatment under the provisions of Sections 401 or 403(b) of the Code. For Flexible Contracts the initial purchase payment must be at least \$1,500, and subsequent payments may be made in any amount of \$10 or more. For Modified Contracts the initial purchase payment must be at least \$15,000 with additional payments, if any, of at least \$5,000.

5. Upon withdrawal of part of all of the Contract value, a contingent deferred sales charge (the "Sales Charge") may be imposed. The Sales Charge is calculated by multiplying the applicable percentage by the purchase payment amount withdraw, according to the following table:

Number of years from date of payment	Sales charge percentage
0 .....	7
1 .....	6
2 .....	5
3 .....	4

Number of years from date of payment	Sales charge percentage
4 .....	3
5 .....	2
6 .....	1
7 .....	0

6. After the first Contract year, owners of Flexible Contracts may withdraw an amount, free of Sales Charge, equal to 10% of the sum of all purchase payments made to the Contract at the time of withdrawal less any purchase payments previously withdrawn that were subject to a sales Charge. This "free withdrawal" privilege is offered on a yearly basis after the first Contract year and is noncumulative. Withdrawals from individual retirement annuities made to satisfy minimum distribution rules, as required under the Code, are not subject to a Sales Charge.

7. Beginning in the first Contract year, owners of the Modified Contracts may withdraw an amount, free of Sales Charge, equal to 10% of the sum of all purchase payments made to the Contract at the time of withdrawal less any purchase payments previously withdrawn that were subject to a Sales Charge. This privilege is noncumulative.

8. An annual Contract maintenance charge of \$30 is deducted from the value of the Flexible Contracts. If the Contract is a qualified contract or 403(b) tax sheltered annuity, the charge is either \$12 or \$0. Additionally, an administration charge equal on an annual basis to 0.05% of the daily net asset value of the Separate Account is deducted from the Flexible Contract value. There is no Contract maintenance charge deducted from the value of the Modified Contracts. An administration charge equal on an annual basis to 0.15% of the daily net asset value of the Separate Account is deducted from the Modified Contract value. The Company also imposes a daily charge equal to an annual effective rate of 1.25% of the net assets of the Separate Account in connection with the assumption of certain mortality and expense risks.

9. The prospectus for the Contracts provides that the Company may substitute shares of another mutual fund for underlying mutual fund shares if the mutual fund options available under the Contracts are no longer available for investment by the Separate Account or if, in the judgment of the Company's management, further investment in such underlying mutual fund shares becomes inappropriate in view of the purposes of the Contracts.

10. Purchase payments under the Contracts are allocated to the Separate

Account and invested at net asset value in shares of FAA. FAA is organized as a Massachusetts business trust and registered pursuant to the 1940 Act as an open-end investment company. FAA is currently comprised of six diversified funds that are offered exclusively to the Separate Account: FAA Overseas Fund, FAA Growth Opportunities Fund, FAA Income & Growth Fund, FAA Government Investment Fund, FAA High Yield Fund, and FAA Money Market Fund. The funds are managed by Fidelity Management & Research Company ("FMR"), which is registered as an investment adviser pursuant to the Investment Advisers Act of 1940. FMR is indirectly owned by FMR Corp. ("Fidelity").

11. VIP and VIPII are organized as Massachusetts business trusts and were established on November 13, 1981, and March 21, 1988, respectively. VIP and VIPII are registered pursuant to the 1940 Act as open-end management investment companies and are managed by FMR. Shares of the portfolios of VIP and VIPII are issued to insurance company separate accounts to fund variable life insurance and variable annuity products.

12. Applicants propose to substitute shares of three portfolios of VIP and one portfolio of VIPII for four funds of FAA held by the Separate Account:

a. Shares of the VIP Overseas Portfolio are proposed to be substituted for shares of the FAA Overseas Fund. Applicants represent that the investment objectives of the FAA Overseas Fund and the VIP Overseas Portfolio are virtually identical. Both funds seek growth of capital by investing primarily in securities of issuers whose principal activities are outside of the U.S. Both funds normally invest at least 65% of their total assets in securities of issuers from at least three different countries outside of North America.

b. Shares of the VIP High Income Portfolio are proposed to be substituted for shares of the FAA High Yield Fund. Applicants represent that the investment objectives of the FAA High Yield Fund and the VIP High Income Portfolio are closely comparable. The VIP High Income Portfolio seeks high current income by investing primarily in income-producing debt securities, preferred stocks, and convertible securities. In choosing investments the fund also considers growth of capital. The FAA High Yield Fund seeks a combination of a high level of income and the potential for capital gains by investing in a diversified portfolio consisting primarily of high-yielding, fixed-income, and zero-coupon securities, such as bonds, debentures,

notes, convertible securities, and preferred stocks.

c. Shares of the VIPII Investment Grade Bond Portfolio are proposed to be substituted for shares of the FAA Government Investment Fund. Applicants submit that the overall purpose of the two funds is closely comparable and that the investment objectives of either the VIPII Investment Grade Bond Portfolio or the FAA Government Investment Fund are consistent with the interests of investors seeking investment opportunities consisting mostly of debt obligations in the form of fixed interest securities. The VIPII Investment Grade Bond Portfolio seeks as high a level of current income as is consistent with the preservation of capital by investing primarily in a range of investment grade, fixed-income securities. As of December 31, 1995, the fund's dollar-weighted average maturity was approximately 7.5 years. The FAA Government Investment Fund seeks a high level of current income by investing primarily in obligations issued or guaranteed by the U.S. government or any of its agencies or instrumentalities. As of December 31, 1995, the fund's dollar-weighted average maturity was approximately 8.8 years.

d. Shares of the VIP Money Market Portfolio are proposed to be substituted for shares of the FAA Money Market Fund. Applicants represent that the investment objectives of the FAA Money Market Fund and the VIP Money Market Portfolio are identical. Both seek to obtain as high a level of current income as is consistent with preserving capital and providing liquidity. Both invest in high quality, short-term money market securities and try to maintain a stable \$1.00 share price.

13. FAA, VIP, and VIPII (and each of their respective funds or portfolios) are managed by FMR, which employs essentially the same methodology for each of the non-money market portfolios or funds in calculating management fees and other expenses. The management fee for each VIP and VIPII portfolio (excluding the VIP Money Market Portfolio) as well as each of the FAA funds (excluding the FAA Money Market Fund) are calculated by adding a group fee rate to an individual fund fee rate and multiplying the result by each portfolio's average net assets. The group fee rate is based on the average net assets of all the mutual funds advised by FMR and cannot exceed certain maximum rates. The management fees for the FAA Money Market Fund and the VIP Money Market Portfolio are calculated by multiplying the sum of the two components by average net assets and adding an

income-based fee. One component is the group fee rate. The other component, the individual fund fee rate, is 0.03%. The income-based fee is 6% of the fund's gross income in excess of a 5% yield, and the fee is capped at 0.24% of the fund's average net assets.

14. The following chart represents the management fees and other financial data for each of the FAA funds to be replaced, and the same data for the corresponding VIP or VIPII portfolio that will serve as a substitute. The "Other Expenses" consist of operating costs paid to transfer agency and

shareholder servicing affiliates of Fidelity and FMR. The "Expense Ratio" data represent each fund's total expenses as a percentage of the fund's average net assets. All data presented, including "Total Return" data, represent the financial status of each fund for the year 1995, as of December 31, 1995.

Fund	Group fund fee rate (percent)	Total management fee (percent)	Other expenses (percent)	Expense ratio (percent)	Total return (percent)
FAA Money Market Fund .....	0.1482	0.24	0.55	0.79	5.17
VIP Money Market Portfolio .....	0.1482	0.24	0.06	0.33	5.87
FAA Overseas Fund .....	0.3097	0.00	1.50	1.50	10.20
VIP Overseas Portfolio .....	0.3097	0.76	0.09	0.91	9.74
FAA High Yield Fund .....	0.1482	0.43	0.57	1.00	20.12
VIP High Income Portfolio .....	0.1482	0.60	0.08	0.71	20.72
FAA Government Investment .....	0.1482	0.45	1.00	1.00	16.54
VIP Investment Grade Bond .....	0.1482	0.45	0.09	0.59	17.32

15. A prospectus for each of the VIP and VIPII portfolios to be substituted will be provided to each Contract owner. In addition, a prospectus supplement will describe the fact that the Company is in the process of applying for approval from the Securities and Exchange Commission to substitute securities as contemplated in the current prospectuses for the Contracts. Following the substitution, Contract owners will be free to re-allocate their investment in the Contract among the existing portfolios and six new portfolios to be added as investment options under the Contracts.

16. The Company will establish a date on which the substitution will be effected (the "Exchange Date"), which will be no later than forty-five days after the issuance of the order sought by Applicants. Contract owners will be notified of the Exchange Date; those with interests remaining in any of the four funds to be removed (the FAA Money Market Fund, the FAA Overseas Fund, the FAA High Yield Fund, and the FAA Government Investment Fund) will be advised that these funds will be replaced on the Exchange Date. Contract owners also will be advised that they are free to make changes in allocation among any of the investment options available under the Contracts, in advance of the Exchange Date. All necessary forms and other information necessary for Contract owners to make exchanges among investment options will be provided.

17. On the Exchange Date, all shares held by the Separate Account in the FAA Money Market Fund, the FAA Overseas Fund, the FAA Government Investment Fund, and the FAA High Yield Fund will be redeemed, resulting in a complete liquidation of these sub-

accounts of the Separate Account. Contemporaneously with the redemption of such shares, the Separate Account will purchase shares in the VIP Money Market Portfolio, the VIP Overseas Portfolio, the VIPII Investment Grade Bond Portfolio, and the VIP High Income Portfolio. Securities of the affected funds of FAA will be distributed in kind and will be used to purchase shares of the corresponding portfolios of VIP and VIPII that will serve as substitute funds. All shares will be purchased and redeemed at prices based on the current net asset values per share next computed after receipt of the redemption request and in a manner consistent with Rule 22c-1 under the 1940 Act. All Contract owners affected by the Exchange Date transaction will receive a confirmation of the transaction within five days of the Exchange Date, in accordance with Rule 10b-10 under the Securities Exchange Act of 1934.

#### Applicants' Legal Analysis

1. Section 26(b) of the 1940 Act prohibits a depositor or trustee of a registered unit investment trust holding the securities of a single issuer from substituting another security for such security unless the Commission has approved the substitution after finding that it is consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the 1940 Act.

2. Applicants request that the Commission issue an order pursuant to Section 26(b) of the 1940 Act to permit the Separate Account to substitute shares of the VIP Money Market Portfolio, the VIP Overseas Portfolio, the VIP High Income Portfolio, and the VIPII Investment Grand Bond Portfolio for shares of the FAA Money Market

Fund, the FAA Overseas Fund, the FAA High Yield Fund, and the FAA Government Investment Fund, respectively.

3. Applicants represent that, to the extent that any aspect of the proposed substitution requires approval under Section 11 of the Act, they will rely upon Rule 11a-2 under the 1940 Act.

4. Applicants represent that the proposed substitution, in accordance with the standards set forth under Section 26(b) of the Act, is in the best interest of Contract owners. With respect to management and fund objectives, the FAA funds are closely comparable (and in two cases, the FAA Money Market Fund and the FAA Overseas Fund, practically identical) to the VIP and VIPII portfolios that are proposed as substitutes. Accordingly, the proposed substitution should not create incentives for Contract owners to surrender Contracts and seek out other investment opportunities (incurring additional sales charges) in order to maintain a desired investment strategy. Applicants submit that the close comparability of the funds proposed as substitutes ensures that investment strategies currently employed by Contract owners may be maintained after the substitution.

5. Applicants state that the VIP and VIPII portfolios are currently offered to more than forty five different insurance company separate accounts. The FAA funds are offered only to the Separate Account. Applicants represent that the VIP and VIPII portfolios have significantly greater assets than the FAA funds and, accordingly, have much lower expenses as a percentage of net assets than do the FAA funds. Lower per share expenses create the opportunity for better performance

among mutual funds with similar management and investment objectives. In addition, Applicants state that the elimination of four of the FAA funds after the proposed substitution will allow FMR, the advisor for the VIP and VIPII portfolios (as well as for the FAA funds), to eliminate duplicative efforts and realize further economies of scale (through the addition of assets to the VIP and VIPII portfolios), which can be then passed on to owners of the Contracts issued by the Separate Account in the form of lower expense ratios and the opportunity for better investment performance.

6. Applicants represent that the substitution will take place at relative net asset value with no increase or decrease in the amount of any Contract owner's Contract value. In addition, the substitution will result in no additional fees for Contract owners, nor will current charges be increased. None of the contractual obligations currently assumed by the Company will in any way be abridged or modified as a result of the substitution.

7. Applicants further represent that Contract owners will in no way bear any added cost or expense in connection with the proposed substitution, including any additional brokerage costs or expense. In addition, Contract owners will be apprised of the substitution well in advance of the Exchange Date. The Contracts permit exchanges among funds as often as once per business day with no charge. Accordingly, Contract owners will be free to re-allocate their investment in the Contracts, if they choose to do so, prior to the Exchange Date. The proposed substitution will in no way alter a Contract owner's right to surrender a Contract in accordance with its terms.

8. Applicants further represent that the proposed substitution should in no way affect whatever tax benefits Contract owners currently enjoy as a result of holding the Contracts and will not engender any adverse tax consequences.

#### Conclusion

For the reasons summarized above, applicants assert that the proposed substitution is consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the 1940 Act.

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

Margaret H. McFarland,  
*Deputy Secretary.*

[FR Doc. 97-2358 Filed 1-30-97; 8:45 am]

BILLING CODE 8010-01-M

[Release No. 35-26654]

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

January 24, 1997.

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 18, 1997, 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.

*Allegheny Power Service Corporation, et al. (70-8941)*

Allegheny Power Service Corporation ("APSC"), 800 Cabin Hill Drive, Greensburg, Pennsylvania 15601, a wholly-owned subsidiary service corporation of Allegheny Power System, Inc. ("APS"), a registered holding company, and Monongahela Power Company, 1310 Fairmont Avenue, West Virginia 26554, The Potomac Edison Company, 10435 Downsville Pike, Hagerstown, Maryland 21740 and West Penn Power Company, 800 Cabin Hill Drive, Greensburg, Pennsylvania 15601, all public-utility subsidiary companies of APS (collectively, "Operating Companies"), have filed a declaration under section 13(b) of the Act and rules 87(b)(1), 90 and 91 thereunder.

APSC proposes to amend Exhibit I ("Proposed Amendment") to its service agreements with the Operating Companies ("Service Agreements") to reflect changes in the scope of services

APSC will provide to the Operating Companies. The changes are in large part a further consolidation of services already performed by APSC, some of which began on January 1, 1996, and the rest on July 1, 1996. In addition, the Operating Companies propose to enter into a service agreement among themselves, similar to the existing Service Agreements, that will the Operating Companies to perform services for one another and properly allocate the costs of such services.

In 1995, APS announces its intention to undertake a restructuring designed to consolidate and reengineer its operations to better meet the competitive challenges of the changing electric utility industry and remain the energy supplier of choice in the future for its customers. Beginning January 1, 1996, APSC began to realign its organization to create distinct power generation and energy transmission and distribution groups. As of July 1, 1996, the Operating Companies restructured, including the reengineering of processes and the consolidation of functions with services already provided by APSC. In addition, although the Operating Companies have not changed their legal corporate names, nor altered in any manner ownership of capital assets, they began doing business under the trade name "Allegheny Power" as of September 1, 1996.

The restructuring is an effort to further control costs, operate more efficiently, and prepare for the anticipated increases in retail and wholesale competition among suppliers of electricity, beginning with the Energy Policy Act of 1992. APS' goal is to expand by attracting new customers to its service area and, to the extent legally permitted, aggressively pursue new business within and outside its service area, using its resources efficiently and capitalizing on its competitive strengths.

Allegheny Power expects to realize a number of benefits from its restructuring. Beginning in 1996 and continuing into the future, increased efficiencies and synergies are expected to result from the elimination of layers of management and the elimination of previously duplicated functions. The flattening, streamlining and consolidation of functions within the organization will lead to enhanced efficiency and communication, which should translate into a reduction in the rate of growth in operating and maintenance costs and thereby minimize the need for future rate increases.

In general, the restructuring consolidated in APSC certain functions which previously were either performed