

**SECURITIES AND EXCHANGE  
COMMISSION**
**Issuer Delisting; Notice of Application  
to Withdraw From Listing and  
Registration; (Eaton Vance Corp., Non-  
voting Common Stock, \$0.625, Par  
Value) File No. 1-8100**

February 21, 1997.

Eaton Vance Corp. ("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 Boston Stock Exchange, Inc. ("BSE").

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

According to the Company, the non-voting common stock is listed on the New York Stock Exchange, Inc. ("NYSE"), and an application on Form 8-A for registration of the Company's non-voting common stock on the NYSE was declared effective by the Commission on August 15, 1996. The Company does not see any particular advantage in the dual trading of its securities and believes that dual listing would fragment the market for its securities. Also, the Company cannot justify the expense of being listed on two exchanges and thereby, wishes to withdraw from the BSE.

Any interested person may, on or before March 14, 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.

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[Investment Company Act Release No. 22523; 812-10424]

**HVA Money Market Fund, Inc. and  
Hartford U.S. Government Money  
Market Fund, Inc.; Notice of  
Application**

February 21, 1997.

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

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

**APPLICANTS:** HVA Money Market Fund, Inc. ("HVA Fund") and Hartford U.S. Government Money Market Fund, Inc. ("U.S. Government Fund").

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

**SUMMARY OF APPLICATION:** Applicants request an order to permit the HVA Fund to acquire substantially all of the assets of the U.S. Government Fund (together, the "Funds"). Because of certain affiliations, the Funds may not rely on rule 17a-8 under the Act.

**FILING DATES:** The application was filed on November 8, 1996 and amended on February 10, 1997.

**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 March 18, 1997, and should be accompanied by proof of service on the 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: c/o ITT Hartford Group, Inc., Hartford Plaza, Hartford, Connecticut 06115.

**FOR FURTHER INFORMATION CONTACT:** Kathleen L. Knisely, Staff Attorney, at (202) 942-0517, or Mary Kay Frech, Branch Chief, at (202) 942-0564 (Office of Investment Company Regulation, Division of Investment Management).

**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. The HVA Fund is a Maryland corporation registered under the Act as an open-end, diversified management investment company. Shares of the HVA Fund are sold to separate accounts of Hartford Life Insurance Company ("Hartford Life") and ITT Hartford Life and Annuity Insurance Company ("Hartford Life and Annuity") to fund benefits under variable annuity contracts and variable insurance policies issued by Hartford Life and Hartford Life and Annuity.

2. The U.S. Government Fund is a Maryland corporation registered under the Act as an open-end, diversified management investment company. Shares of the U.S. Government Fund are sold to separate accounts of Hartford Life.

3. The HVA Fund has sold shares to the following separate accounts: Hartford Life Separate Account One, Hartford Life and Annuity Separate Account One, Hartford Life Separate Account Two, and Hartford Life DC Variable Account I (the "Variable Annuity Separate Accounts"), which are separate accounts established to receive and invest premiums paid under variable annuity contracts issued by Hartford Life and/or Hartford Life and Annuity; and variable life separate accounts of Hartford Life.

4. The U.S. Government Fund currently sells its shares only to Hartford Life Separate Account Two and Hartford Life DC Variable Account I, two of the Variable Annuity Separate Accounts.

5. The variable insurance policies and variable annuity contracts offered through the separate accounts are referred to collectively as "Contracts." Owners of Contracts ("Contractowners") offered through Hartford Life Separate Account Two and Hartford Life DC Variable Account I may choose to have Contract value allocated to sub-accounts of such accounts. These sub-accounts invest in shares of the Funds.

6. Hartford Fire Insurance Company is a wholly-owned subsidiary of ITT Hartford Group, Inc. ("ITT Hartford"). Hartford Life is a wholly-owned subsidiary of Hartford Fire Insurance Company. Hartford Life and Annuity is a wholly-owned subsidiary of Hartford Life. The Hartford Investment Management Company (the "Adviser") is registered under the Investment Advisers Act of 1940 and serves as investment adviser to the Funds.

7. Pursuant to the Agreement and Plan of Reorganization (the "Plan"), applicants propose that the U.S. Government Fund will transfer all of its