amount of his investment.[3] As a result, applicant has been relieved of any liability for unamortized organizational expenses.

4. Applicant sold all portfolio securities in open market transactions at their then-current market prices before June 12, 1996. On that date, the Fund had 30,777.499 shares outstanding with an aggregate net asset value of $122,425.33, or $3.99 per share. On June 27, 1996, applicant redeemed 22,443.499 shares of the Fund at $3.99 per share (aggregating approximately $89,549). The remaining 8,334 shares held by the initial shareholder were redeemed without payment of any consideration.

5. On October 15, 1996, following the final determination of liquidation expenses, applicant made an additional distribution of $1.556 per share (aggregating about $34,922) to shareholders other than the initial shareholder. Applicant has made distributions in complete liquidation to all shareholders. All expenses relating to applicant's liquidation and the winding-up of its affairs, aggregating about $21,500, were borne by applicant.

6. Applicant has no shareholders, assets, debts or other liabilities; is not a party to any litigation or administrative proceeding; and is neither engaged, nor proposes to engage, in any business activities other than those necessary for the winding-up of its affairs. Applicant will file articles of dissolution pursuant to Maryland law.

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

Margaret H. McFarland,

Deputy Secretary.

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BILLING CODE 8010–01–M

[3] The initial shareholder's subscription agreement required unamortized organizational expenses to be deducted from any redemption proceeds.

SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 22625; 811–3]

Lord Abbett U.S. Government Securities Fund, Inc.; Notice of Application

April 18, 1997.

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

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

APPLICANT: Lord Abbett U.S. Government Securities 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 March 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 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 May 13, 1997, and should be accompanied by proof of service on the 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 person 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 Fifth Street, NW, Washington, DC 20549. Applicant, 767 Fifth Avenue, New York, New York 10153.

FOR FURTHER INFORMATION CONTACT: Diane L. Titus, Paralegal Specialist, at (202) 942–0584, or H.R. Hallock, Jr., Special Counsel, 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 from the SEC's Public Reference Branch.

Applicant's Representations

1. Applicant is an open-end, diversified management investment company. It was incorporated under Delaware law on September 19, 1932 under the name American Business Shares, Inc. Applicant registered under the Act on or about November 1, 1940 and was reincorporated under Maryland law under Articles of Incorporation dated July 9, 1975.

2. On March 14, 1996, applicant's board of directors approved the terms of an Agreement and Plan of Reorganization (the ''Reorganization'') involving applicant and the U.S. Government Securities Series (the ''Acquiring Fund''), a series of another open-end investment company, Lord Abbett Investment Trust. The Reorganization provided for the transfer of all the assets of applicant in exchange for Class A shares of the Acquiring Fund and the assumption by the Acquiring Fund of all of applicant's liabilities. Applicant's board of directors, in accordance with rule 17a–8 under the Act, determined that the Reorganization was in applicant's best interest and would not result in any dilution to the interests of applicant's existing shareholders.

3. A registration statement on Form N–14 was filed with the SEC on March 1, 1996 and declared effective on April 24, 1996. The proxy statement/prospectus contained in such registration was furnished to applicant's shareholders on or about April 24, 1996. The shareholders of applicant approved the Reorganization with the Acquiring Fund at a meeting held on June 19, 1996.

4. On July 12, 1996, the Acquiring Fund acquired applicant's assets in exchange for its Class A shares. The number of full and fractional shares of the Acquiring Fund that were issued to applicant's shareholders was determined on the basis of the relative net asset values per share and the aggregate net assets of the Acquiring Fund and applicant as of the close of business on the New York Stock Exchange on July 12, 1996. At that time, applicant had 1,081,559,613 shares of common stock outstanding and aggregate net assets of $2,752,491,293, or $2.54 per share. Because the Acquiring Fund was a newly-created entity without assets, they were issued the same number of full and fractional shares of the Acquiring Fund, at the same net asset value per share, as were held by shareholders of applicant as of the close of business on July 12, 1996.

5. The total expenses incurred by applicant and the Acquiring Fund in connection with the Reorganization were approximately $758,089. Of these expenses, $479,270 were incurred by applicant. These expenses include printing expenses, solicitation expenses, legal fees, mailing expenses, audit fees and expenses, and filing fees. To the extent applicant did not pay any such expenses prior to the effective date of the Reorganization, they have been assumed by the Acquiring Fund.

6. Applicant has no assets, debts or liabilities. Applicant is neither engaged in nor proposes to engage in any business activities other than those necessary for the winding up of its affairs. Applicant is not a party to any litigation or administrative proceeding.

7. Applicant intends to file a Certificate of Dissolution with the State of Maryland.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 97–10687 Filed 4–24–97; 8:45 am]

BILLING CODE 8010–01–M

SECURITIES AND EXCHANGE COMMISSION

[Rel. No. IC–22626/812–10226]

MLX Corporation; Notice of Application

April 21, 1997.

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

ACTION: Notice of Application for Exemption Under the Investment Company Act of 1940 (the ''Act'').

APPLICANT: MLX Corporation (''MLX'').

RELEVANT ACT SECTIONS: Order requested pursuant to sections 6(c) and 6(e) of the Act.

SUMMARY OF APPLICATION: Applicant requests an order that would exempt it from all of the provisions of the Act except sections 9, 17(a), 17(d) (modified as discussed herein), 17(e), 17(f) (modified as discussed herein), and 36 through 53 and the rules and regulations thereunder during the period from July 1, 1996 to December 31, 1997.

FILING DATE: The application was filed on June 28, 1996 and amended on November 1, 1996, and April 15, 1997. Applicants have agreed to file an additional amendment, the substance of which is incorporated herein, during the notice period.

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 May 16, 1997, 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 who wish to be notified of a hearing may request notification by writing to the SEC's Secretary.

ADDRESSES: Secretary, SEC, 450 Fifth Street, NW., Washington, DC 20549. MLX, 1000 Center Place, Norcross, Georgia 30093.

FOR FURTHER INFORMATION CONTACT: Deepak T. Pai, Staff Attorney, at (202) 942–0574, or Mercer E. Bullard, 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. MLX was formed in 1984 as part of the reorganization of McLouth Steel Company (''McLouth''), a maker of steel products that filed for bankruptcy in 1982. Under the terms of the reorganization, McLouth was renamed ''MLX Corporation'' and McLouth shares were exchanged for new MLX shares. As part of the reorganization, McLouth's operating business was sold to a separate entity. MLX's sole remaining asset is the net operating losses generated by McLouth's unprofitable operations. These net operating losses are still available to offset future taxable income from operations and are one of MLX's most important assets. MLX has approximately 8,900 shareholders.

2. In 1985, MLX acquired S.K. Wellman Limited, Inc. (''Wellman''), a company engaged in the design and manufacture of high energy friction materials used primarily in aircraft brakes and heavy equipment brakes, transmissions, and clutches (the ''Wellman Business''). From 1985 through 1987, MLX consummated various other acquisitions that complemented the Wellman Business (the ''Wellman Acquisitions''). In addition to the Wellman Acquisitions, in 1986, 1897, and 1988, MLX acquired the companies and assets comprising Pameco Corporation (''Pameco''), a distributor of heating and air conditioning units. In 1992, MLX sold Pameco, which enabled MLX to focus its efforts exclusively on the Wellman Business.

3. In August 1994, a foreign competitor approached MLX management with an unsolicited expression of interest in a business combination with Wellman. This led to negotiations for the sale of all the capital stock of its wholly-owned subsidiary, Wellman (the ''Wellman Transaction''). The Wellman Transaction, which closed June 30, 1995, left MLX with approximately $38 million in cash and cash equivalents, no debt, and federal net operating loss carryforwards of approximately $300 million available to offset future taxable income from operations.

4. Since the Wellman Transaction, MLX has been engaged in the process of identifying and evaluating potential acquisition candidates for the purpose of acquiring a suitable operating business as soon as reasonably possible. MLX's president and chief executive officer, the only officer and one of only two employees, spends substantially all of his time seeking acquisition candidates for MLX to consider. In addition, MLX's other employee spends substantially all of her time supporting the activities of MLX's president and attending to the ministerial functions of operating the company. MLX has developed financial and operational criteria as a basis for evaluating prospective target businesses and for narrowing the focus of its search. MLX's executive officers and board of directors have been in constant communications with professional groups, including investment bankers, lenders, attorneys and accountants (collectively ''Financial Intermediaries'') for the purposes of discussing MLX's acquisition opportunities. MLX has discussed its acquisition criteria directly with over fifty Financial Intermediaries. Three Cities Research, Inc. (''Three Cities''), a New York investment banking firm that owns approximately 39% of MLX's outstanding common stock, has assisted MLX in identifying, evaluating and negotiating potential acquisitions. In addition, MLX has engaged, on a non-exclusive basis, the investment banking firm of Smith Barney to canvas the market of businesses for sale and analyze these against MLX's acquisition criteria.

5. As of March 31, 1997, MLX had evaluated 181 transactions and made seventeen offers or valuation proposals. A substantial majority of the potential acquisitions have been rejected by MLX because of valuation issues. In other instances, MLX has been outbid for the target. MLX is in the process of evaluating an additional seven potential acquisitions.

6. MLX's cash resources, its debt-free balance sheet, its substantial federal net operating loss carryforwards, its management experience and its status as a publicly-held company make it extremely attractive to any potential acquisition target. MLX's federal net operating loss carryforwards represent substantial value that may only be maximized by acquiring a profitable operating company at a fair price. The net operating loss carryforwards expire as follows: $144.3 million in 1997; $1.2 million in 1998; $73.8 million in 1999; $2.7 million in 2000; $2.2 million in 2002; $5.0 million in 2005; $2.0 million in 2006 and $47.3 million in 2007. The existence of the federal operating net loss carryforwards, together with their expiration schedule, provide MLX with