

23. Institute of American Indian and Alaska Native Culture and Arts Development—Chairperson
24. Institute for Museum and Library Services—Board of Directors
25. Inter-American Foundation—Chairperson
26. James Madison Memorial Fellowship Foundation—Chairperson
27. Japan-U.S. Friendship Commission—Chairperson
28. Marine Mammal Commission—Chairperson
29. Merit Systems Protection Board—Chairperson
30. Morris K. Udall Scholarship and Excellence in National Environmental Policy Foundation—Chairperson
31. National Capital Planning Commission—Chairperson
32. National Commission on Libraries and Information Science—Chairperson
33. National Council on Disability—Chairperson
34. National Education Goals Panel—Chairperson
35. National Endowment for Democracy—Chairperson
36. National Mediation Board—Chairperson
37. National Science Foundation/Arctic Research Commission—Chairperson
38. National Transportation Safety Board—Chairperson
39. Neighborhood Reinvestment Corporation—Chairperson
40. Nuclear Waste Technical Review Board—Chairperson
41. Occupational Safety and Health Review Commission—Chairperson
42. Office of Government Ethics—Director
43. Office of Navajo and Hopi Indian Relocation—Chairperson
44. Office of Special Counsel—Special Counsel
45. Office of the Nuclear Waste Negotiator—Negotiator
46. Offices of Independent Counsel—Independent Counsels
47. Overseas Private Investment Corporation—Board of Directors
48. Postal Rate Commission—Chairperson
49. Selective Service System—Director
50. Smithsonian Institution/John F. Kennedy Center for the Performing Arts—Chairperson
51. Smithsonian Institution/National Gallery of Art—Board of Trustees
52. Smithsonian Institution/Woodrow Wilson International Center for Scholars—Board of Trustees
53. State Justice Institute—Director
54. Trade and Development Agency—Director

55. U.S. Enrichment Corporation—Chairperson
56. U.S. Holocaust Memorial Council—Chairperson
57. U.S. Institute of Peace—Chairperson

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BILLING CODE 3110-01-P

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-26892]

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

July 2, 1998.

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 under the Act. 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 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 28, 1998, 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 should identify specifically the issues of fact or law that are disputed. A person who so requests will be notified on any hearing, if ordered, and will receive a copy of any notice or order issued in the matter. After July 28, 1998, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

#### Appalachian Power Company (70-5503)

Appalachian Power Company ("Appalachian"), 40 Franklin Road, S.W., Roanoke, Virginia 24011, an electric utility subsidiary of American Electric Power Company, Inc., a registered holding company, has filed a post-effective amendment to its application-declaration under sections 9(a), 10 and 12(d) of the Act and rules 44 and 54 under the Act.

By order dated December 10, 1974 (HCAR No. 18703), the Commission

authorized Appalachian, among other things, to enter into an agreement of sale ("Agreement") with the Industrial Development Authority of Russell County, Virginia ("Authority"), concerning the financing of pollution control facilities ("Facilities") at Appalachian's Glen Lyn and Clinch River plants. Under the Agreement, the Authority may issue and sell its pollution control revenue bonds ("Revenue Bonds") or pollution control refunding bonds ("Refunding Bonds" and, together with Revenue Bonds, "Bonds"), in one or more series, and deposit the proceeds with the trustee ("Trustee") under an indenture ("Indenture") entered into between the Authority and the Trustee. The Trustee applies the proceeds to the payment of the costs of construction of the Facilities or, in the case of proceeds from the sale of Refunding Bonds, to the payment of principal, premium (if any) and/or interest on Bonds to be refunded.

The same order also authorized Appalachian to convey an undivided interest in a portion of the Facilities to the Authority, and to reacquire that interest under an installment sales arrangement ("Sales Agreement") requiring Appalachian to pay as the purchase price semi-annual installments in an amount that, together with other funds held by the Trustee under the Indenture for that purpose, will enable the Authority to pay, when due, the interest and principal on the Bonds. To date, the Authority has issued and sold seven series of Bonds in an aggregate principal amount of \$101.74 million of which \$37.0 million presently are outstanding.

The Authority now intends to issue and sell its Series H Refunding Bonds in the aggregate principal amount of \$19.5 million, the proceeds of which will be used to provide for the principal and interest payments required for the refunding, at their stated maturity on November 1, 1998, of the Authority's 7¼% Series F Refunding Bonds. Appalachian expects that the Series H Refunding Bonds will be issued under and secured by the Indenture and a seventh supplemental indenture, will bear interest semi-annually at a rate of interest not exceeding 8% per year and will mature at a date not more than thirty years from the date of issuance. Appalachian proposes to enter into an amended Sales Agreement in connection with the Series H Refunding Bonds under essentially the same terms and conditions of the original Sales Agreement. Appalachian may provide some form of credit enhancement in connection with the issuance and sale of

the Series H Refunding Bonds and pay a related fee.

### Eastern Enterprises (70-9195)

Eastern Enterprises ("Eastern"), 9 Riverside Road, Weston, Massachusetts 02139, a public utility holding company exempt by order under section 3(a)(1) of the Act has filed an application under sections 3(a)(1), 9(a)(2) and 10 of the Act.

Eastern proposes to acquire all of the issued and outstanding voting securities of Essex County Gas Company ("Essex"), a gas public utility company. To accomplish the acquisition, Eastern and Essex have entered into an Agreement and Plan of Merger, dated as of December 19, 1997 ("Agreement"). The Agreement provides, among other things, that a special purpose subsidiary of Eastern ("NEWCO") will merge with and into Essex. Shares of NEWCO will be converted into shares of new common stock of Essex, which will become a wholly owned subsidiary of Eastern. Each outstanding share of Essex will be converted into 1.183985 shares of Eastern common stock, subject to adjustment under certain circumstances based on the average market price for a specified period prior to closing. The stockholders of Essex will become stockholders of Eastern. Outstanding debt securities of Essex will not be affected and will remain outstanding on the same terms and conditions.

The trustees of Eastern approved the merger at a meeting held on December 12, 1997. No approval of Eastern's shareholders is required. The board of directors of Essex approved the merger at a meeting held on December 19, 1997. The shareholders of Essex voted to approve the Merger at a meeting held on June 24, 1998.

Eastern's sole utility subsidiary, Boston Gas Company ("Boston Gas"), serves approximately 530,000 gas retail customers, all in Massachusetts.<sup>1</sup> Essex serves approximately 42,000 gas retail customers entirely in eastern Massachusetts. The service territories of Eastern and Essex are contiguous. Eastern's net earnings for the twelve months ended December 31, 1997 were \$51,950,000 on revenues of \$970,204,000. Eastern's nonutility subsidiaries contributed \$269,259,000, approximately 27.8% of total revenues during this period. Essex's net earnings for the twelve months ended August 31, 1997, were \$3,966,519 on revenues of \$53,534,734, substantially all of which

<sup>1</sup> Boston Gas has an active wholly owned nonutility subsidiary, Massachusetts LNG Incorporated, which holds title to a liquid natural gas storage facility.

were provided by its utility operations. Both Eastern and Essex are subject to the retail ratemaking jurisdiction of the Massachusetts Department of Telecommunications and Energy.

Eastern has several direct nonutility subsidiaries. These include: Midland Enterprises Inc. ("Midland"), AllEnergy Marketing Company, Inc., AMR Data Corporation, Boston Gas Services, Inc., Eastern Associated Capital Corp., Eastern Associated Securities Corp., Eastern Energy Systems Corp., Eastern Enterprises Foundation, Eastern Rivermoor Company, Inc., Eastern Urban Services, Inc., Mystic Steamship Corporation, PCC Land Company, Inc., Philadelphia Coke Co., Inc., ServiceEdge Partners, Inc., Water Products Group Incorporated, and Western Associated Energy Corp.<sup>2</sup> Midland and its subsidiaries<sup>3</sup> are engaged in river barge transportation services and related support activities. The other nonutility subsidiaries are engaged in investment activities, real estate activities, installing and servicing HVAC equipment, automated meter reading services, and ownership of liquid natural gas storage facilities.

Essex has two nonutility subsidiaries, LNG Storage, Inc. ("LNG") and Northern Energy Company, Inc. ("Northern"). LNG owns a liquid natural gas storage facility. Northern is inactive.

In addition, Eastern requests an order granting it an exemption under section 3(a)(1) of the Act following the Merger. Eastern asserts that upon consummation of Merger, Eastern will continue to satisfy the requirements for an exemption under section 3(a)(1). Eastern states that it and its public utility subsidiaries, currently are, and will continue to be, predominately intrastate in character and will continue to carry on their businesses substantially in Massachusetts.

<sup>2</sup> AllEnergy Marketing Company, Inc., Boston Gas Services, Inc., Eastern Energy Systems Corp., Eastern Urban Services, Inc., Mystic Steamship Corporation, Philadelphia Coke Co., Inc., Water Products Group Incorporated, and Western Associated Energy Corp. are inactive.

<sup>3</sup> Midland's subsidiaries include: Capital Marine Supply, Inc., Chotin Transportation, Inc., Eastern Associated Terminals Company, Federal Barge Lines, Inc., Hartley Marine Corp., Minnesota Harbor Service, Inc., The Ohio River Company, The Ohio River Company Traffic Division, Inc., The Ohio River Terminals Company, Orgulf Transport Co., Orsouth Transport Co., Port Allen Marine Service, Inc., Red Circle Transport Co., River Fleets, Inc., and West Virginia Terminals, Inc. Federal Barge Lines, Inc. is inactive. Midland and its active subsidiaries are engaged in river barge transportation services and related support activities.

Midlands also has an inactive nonutility subsidiary, Federal Barge Lines, Inc.

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

**Margaret H. McFarland,**

*Deputy Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. PA-25; File No. S7-21-98]

### Privacy Act of 1974: Establishment of Three New Systems of Records: Ridesharing System (SEC-44); Public Transportation Subsidy Program (SEC-45); and Identification Cards, Press Passes, and Proximity Access Control Cards (SEC-46)

**AGENCY:** Securities and Exchange Commission.

**ACTION:** Notice of the establishment of three new systems of records.

**SUMMARY:** In accordance with the requirements of the Privacy Act of 1974, as amended, 5 U.S.C. 552a, the Securities and Exchange Commission (SEC) gives notice of the establishment of three new Privacy Act systems of records: Ridesharing System (SEC-44); Public Transportation Subsidy Program (SEC-45); and Identification Cards, Press Passes, and Proximity Access Control Cards (SEC-46).

**DATES:** The proposed change will become effective August 19, 1998, unless further notice is given. The Commission will publish a new notice if the effective date is delayed to review comments, or if changes are made based on comments received. To be assured of consideration, comments must be received by the contact person below on or before August 10, 1998.

**ADDRESSES:** Persons wishing to submit comments should file three (3) copies thereof with Jonathan G. Katz, Secretary, Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549. Reference should be made to File No. [S7-21-98]. Copies of the comments will be available for public inspection and copying at the SEC's Public Reference Room, 450 Fifth Street, NW., Washington, DC 20549.

**FOR FURTHER INFORMATION CONTACT:** Hannah R. Hall, Privacy Act Officer (202) 942-4320, Office of Filings and Information Services, Freedom of Information Act and Privacy Act Operations, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop O-5, Alexandria, VA 22312-2413.