

company in a joint enterprise or joint arrangement is consistent with the provisions, policies, and purposes of the Act, and the extent to which the participation is on a basis different from or less advantageous than that of other participants.

10. Rule 17d-3 under the Act provides an exemption from section 17(d) and rule 17d-1 to permit open-end investment companies to enter into distribution arrangements pursuant to rule 12b-1. Applicants also request an order under section 17(d) and rule 17d-1 to permit the Fund to impose asset-based distribution fees. Applicants have agreed to comply with rules 12b-1 and 17d-3 as if those rules applied to closed-end investment companies.

Applicants' Condition

Applicants agree that any order granting the requested relief will be subject to the following condition:

Applicants will comply with the provisions of rules 6c-10, 11a-3, 12b-1, 17d-3, 18f-3, and 22d-1 under the Act and NASD Conduct Rule 2830(d), as amended from time to time, as if those rules applied to closed-end investment companies.

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

Jonathan G. Katz,

Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-27080]

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

October 1, 1999.

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 Branch 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 October 26, 1999, to the Secretary,

Securities and Exchange Commission, Washington, DC 20549-0609, 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 facts 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 October 26, 1999, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

Alabama Power Company (70-9547)

Alabama Power Company ("APC"), 600 North 18th Street, Birmingham, Alabama 35291, a wholly owned public utility subsidiary of The Southern Company, a registered holding company, has filed an application-declaration under sections 9(a), 10 and 12(d) of the Act, and rules 44 and 54 under the Act.

By Alabama state statute ("Territorial Act"), Alabama grants the primary electric supplier within each municipality in Alabama the option ("Option") to acquire all distribution facilities of any secondary electric supplier used to supply retail electric service within the particular municipal limits.¹ The Territorial Act also establishes a method for determining the price to be paid for those facilities. APC and other primary electric suppliers have exercised the Option in a timely fashion.

APC has exercised the Option in those municipalities where it is the primary electric supplier, and, accordingly, proposes to purchase the distribution facilities of the secondary electric supplier in accordance with the provisions of the Territorial Act. The consideration APC will pay for these facilities will not exceed, in the aggregate, \$20 million. Once APC acquires the facilities, it will immediately connect them to other distribution facilities owned by APC.

In some municipalities APC is the secondary electric supplier, and has received timely notice of the exercise of the Option from the primary electric supplier in the particular municipality. In these cases, APC proposes to sell the facilities for amounts to be determined in accordance with the Territorial Act,

¹ The primary and secondary electric suppliers in the municipalities affected by the Territorial Act, other than Alabama Power, are comprised of electric membership corporations, rural electric cooperatives and/or municipally owned electric distributors.

which amounts will not exceed \$10 million in the aggregate. Once these facilities are sold, they will be disconnected from APC's distribution system.

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

Jonathan G. Katz,

Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 24067; 812-10986]

Schwab Capital Trust, et al.; Notice of Application

October 1, 1999.

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

ACTION: Notice of application for an order under section 12(d)(1)(J) of the Investment Company Act of 1940 ("Act") for an exemption from sections 12(d)(1)(A) and (B) of the Act and under sections 6(c) and 17(b) of the Act for an exemption from section 17(a) of the Act.

SUMMARY OF THE APPLICATION: The order would permit certain registered open-end management investment companies to acquire shares of other registered open-end management investment companies both within and outside the same group of investment companies.

APPLICANTS: Schwab Capital Trust, Schwab Investments, and The Charles Schwab Family of Funds (the "Trusts") and Charles Schwab Investment Management, Inc. ("Adviser").

FILING DATES: The application was filed on February 2, 1998 and amended on August 31, 1999. Applicants have agreed to file an amendment to the application, the substance of which is reflected in this notice, during the notice period.

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 Commission's Secretary 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 October 26, 1999, 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 writer's interest, the reason for the request, and the issues