

**SECURITIES AND EXCHANGE
COMMISSION**

[Release No. 35-27164]

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

April 14, 2000.

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 amendment(s) 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 May 9, 2000, to the Secretary, Securities and Exchange Commission, Washington, D.C. 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 the 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 May 9, 2000, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

Conectiv, et al. (70-9607)

Conectiv, a registered public utility holding company, and its public-utility subsidiary companies, Atlantic City Electric Company ("ACE") and Delmarva Power & Light Company ("DPL", and, together with Conectiv and ACE, "Applicants"), all located at 800 King Street, Wilmington, Delaware 19899, have filed a declaration under section 12(d) of the Act and rules 44 and 54 under the Act.

The Applicants propose the joint sale by ACE and DPL of a 7.51 percent ownership interest in the Peach Bottom Atomic Power Station Units 2 and 3 ("Peach Bottom"), located in York County, Pennsylvania, the PECO Energy Company ("PECO"), a section 3(a)(2) exempt holding company under the Act. At present, ACE and DPL jointly own a 15.02 percent interest in Peach Bottom.

PECO presently owns a 42.49 percent interest in Peach Bottom.

ACE is a New Jersey corporation that distributes and sells electricity at retail in southern New Jersey. DPL is a Delaware and Virginia corporation that distributes and sells electricity at retail in Delaware, Maryland and Virginia, and gas at retail in Delaware.

The proposed sale of ACE's and DPL's interests in Peach Bottom to PECO (the "Transaction") is related to several other transactions involving the sale of Applicants' interests in various nuclear assets. In addition to this Transaction, ACE and DPL have agreed to sell all of their remaining ownership interests in several nuclear generating plants, including Peach Bottom, to PSEG Power, L.L.C. ("PSEG Power"), a wholly owned non-utility subsidiary of Public Service Enterprise Group Incorporated ("PSEG"), an exempt public utility holding company under the Act. Public Service Electric & Gas Company ("PSE&G"), a wholly owned public utility subsidiary of PSEG, owns the remaining 42.49 percent interest in Peach Bottom.¹

According to the terms of the two Purchase Agreements between ACE and PECO and between DPL and PECO, each dated as of September 27, 1999, ACE and DPL will each receive \$2,550,000 for their interests in Peach Bottom, and each will also receive 3.755 percent of the net book value of the Nuclear Fuel Supplies² that would qualify as "utility assets" under the Act as of the anticipated closing date of the Transaction. Applicants state that the sale of these Nuclear Fuel Supplies will result in additional proceeds of approximately \$10 million to each of ACE and DPL. Therefore, Applicants estimate that the combined total proceeds to be shared by ACE and DPL from the sale of their interests in Peach Bottom to PECO will be approximately \$25.1 million. In addition, PECO will assume essentially all of ACE and DPL's environmental and decommissioning liabilities for Peach Bottom, in

¹ It is ACE and DPL's understanding that at or before closing, PSEG Power will designate its subsidiary, PSEG Nuclear L.L.C. ("PSEG Nuclear"), as the party that will receive the ownership interests at closing. Applicants state that PSEG Nuclear is an exempt wholesale generator under section 32 of the Act. Under that section, no Commission approval is required for these transactions.

² Nuclear Fuel Supplies include the nuclear fuel assemblies in the reactor core, natural uranium, converted uranium, enriched uranium and any other form of uranium, under contract or in inventory, and located at or in transit to the Peach Bottom station, as well as all nuclear fuel constituents in all stages of the fuel cycle that are in the process of production, conversion, enrichment or fabrication.

proportion to the ownership share being transferred.

The net book value of the Applicants' interests in Peach Bottom totalled \$9,394,000 as of December 31, 1999.³ Applicants state that the prices, terms and conditions of the Transaction were based on those of recent comparable nuclear asset sales. Applicants further state that PECO and PSE&G, as co-owners of 84.98 percent of Peach Bottom, each hold the right of first refusal over any proposed sale of Applicants' interests in Peach Bottom.

ACE, consistent with New Jersey state law, will apply the proceeds it receives from the sale of Peach Bottom to partially offset stranded costs it will recover from its retail customers in New Jersey. DPL will use the proceeds for various activities consistent with its corporate strategy.

The Southern Company (70-9631)

The Southern Company ("Southern"), a registered holding company, 270 Peachtree Street, N.W., Atlanta, Georgia 30303, and its electric utility subsidiary companies ("Electric Subsidiaries"), Georgia Power Company ("Georgia"), 241 Ralph McGill Boulevard, N.E., Atlanta, Georgia 30308, Gulf Power Company ("Gulf"), One Energy Place, Pensacola, Florida 32520, Mississippi Power Company ("Mississippi"), 2992 West Beach, Gulfport, Mississippi 39501, and Savannah Electric and Power Company ("Savannah") (collectively, "Applicants"), 600 Bay Street East, Savannah, Georgia 31401, have filed an application-declaration ("Application-Declaration") under sections 6(a), 7, 9(a), 10, and 12(b) of the Act and rules 45, 53 and 54 under the Act.

In summary, Applicants, request authority for Southern to organize and acquire all of the outstanding capital stock of a special purpose financing vehicle ("SPV"). Applicants also request authority for the SPV to issue commercial paper for the benefit of the Electric Subsidiaries and other subsidiaries of Southern. In addition, Applicants request authority for each Electric Subsidiary to borrow the proceeds from the sales of commercial paper issued for its benefit. Further,

³ The net book value of Peach Bottom and other plant-related assets including inventories were written down to their estimated fair market value (net of estimated selling costs) due to impairment. The write-down took place in the third quarter of 1999. The extraordinary charge related to impaired assets was determined in accordance with Statements of Financial Accounting Standards No. 121. The extraordinary charge was decreased by the regulatory asset established for the amount of stranded costs expected to be recovered through regulated electricity delivery rates.

Applicants request authority for Georgia to guarantee borrowings from the SPV by Southern Electric Generating Company, a wholly owned subsidiary of Georgia and Alabama Power Company, itself an electric public utility subsidiary of Southern.⁴

Applicants propose that the SPV sell the commercial paper directly to or through a dealer or dealers from time to time prior to June 30, 2004 ("Authorization Period") in an aggregate principal amount at any one time outstanding of up to \$3.5 billion. Georgia, Gulf, Mississippi, and Savannah propose to borrow the proceeds of these sales in outstanding amounts that will not during the Authorization Period exceed \$1.7 billion, \$300 million, \$350 million, and \$90 million, respectively. The commercial paper notes will be issued in denominations of not less than \$50,000 and will not by their terms be prepayable prior to maturity. Maturities will be determined by market conditions, the effective interest costs, and the anticipated cash flows of the particular requesting Electric Subsidiary, including the proceeds of other borrowings, at the time of issuance.

The notes will mature in one year or less, subject to extensions; provided, however, none of the notes will mature in more than 390 days. The discount rate (or the interest rate in the case of interest-bearing notes), including any commissions, will not be in excess of the discount rate per annum (or the equivalent interest rate) prevailing at the date of issuance for commercial paper of comparable quality having the same maturity. The terms of each of these borrowings by an Electric Subsidiary will be identical to those of the related commercial paper issued for its benefit.

It is further proposed that Georgia guarantee loans by the SPV to SEGCO. The aggregate amount of these guarantees will not during the Authorization Period exceed \$150 million.

The proceeds from the proposed borrowings by the Electric Subsidiaries and SEGCO will be used for general corporate purposes, including the financing in part of their respective construction programs.

⁴ Applicants state that borrowings by Alabama and SEGCO will be exempt from Commission review under rule 52 under the Act.

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. 24392; 812-11958]

Nations Fund Trust and Banc of America Advisors, Inc.; Notice of Application

April 13, 2000.

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

ACTION: Notice of an application under section 17(b) of the Investment Company Act of 1940 (the "Act") for an exemption from section 17(a) of the Act.

SUMMARY OF APPLICATION: Applicants request an order to permit certain series of a registered open-end management investment company to acquire all of the assets and assume all of the liabilities of certain other series of the investment company. Because of certain affiliations, applicants may not rely on rule 17a-8 under the Act.

APPLICANTS: Nations Fund Trust ("NFT") and Banc of America Advisors, Inc. ("BAAI").

FILING DATES: The application was filed on February 1, 2000. Applicants have agreed to file an amendment during the notice period, the substance of which is reflected in this notice.

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 May 8, 2000, 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 contested. Persons who wish to be notified of a hearing may request notification by writing to the Commission's Secretary.

ADDRESSES: Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. Applicants, One Bank of America Plaza,

101 South Tryon Street, Charlotte, NC 28255.

FOR FURTHER INFORMATION CONTACT: Lawrence W. Pisto, Senior Counsel, at (202) 942-0527, or George J. Zornada, 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 Commission's Public Reference Branch, 450 Fifth Street, NW, Washington, DC 20549-0102 (tel. (202) 942-8090).

Applicants' Representations

1. NFT, a Massachusetts business trust, is registered under the Act as an open-end management investment company. NFT presently offers 36 series, including Nations Managed Value Index Fund and Nations Managed SmallCap Value Index Fund (the "Acquired Series") and Nations Managed Index Fund and Nations Small Cap Index Fund (the "Acquiring Series"). Collectively, the Acquired Series and the Acquiring Series are referred to as the "Series."¹

2. BAAI is the investment adviser to each of the Series. The adviser is a wholly-owned indirect subsidiary of the Bank of America Corporation and is registered as an investment adviser under the Investment Advisers Act of 1940.

3. Currently, Bank of America Corporation and entities that are under common control with BAAI (the "Bank of America Group"), hold of record, in their name and in the names of their nominees, more than 5% (and with respect to certain of the Series more than 25%) of the outstanding voting securities of the Series. All of the securities are held for the benefit of others in a fiduciary or representative capacity. None of the Bank of America Group owns an economic interest in any of the Series.

4. On December 9, 1999, the board of trustees of NFT (the "Board"), including a majority of the trustees who are not "interested persons" within the meaning of section 2(a)(19) of the Act ("Disinterested Trustees"), approved an Agreement and Plan of Reorganization (the "Reorganization Agreement," and the transaction the "Reorganization"). Under the Reorganization Agreement, on the day following the closing date (the "Closing Date"), which is currently

¹ The Acquired Series and the Acquiring Series correspond with each other as follows: Nations Managed Value Index Fund with Nations Managed Index Fund; and Nations Managed SmallCap Value Index Fund with Nations SmallCap Index Fund.