

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 February 20, 2001, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

**National Grid USA, et al. (70-9089)**

National Grid USA ("Grid"), a registered public utility holding company, and its electric public utility subsidiary companies, Massachusetts Electric Company ("Mass Electric"), The Narragansett Electric Company ("Narragansett"), New England Electric Transmission Corporation, New England Hydro-Transmission Electric Company, Inc., New England Hydro-Transmission Corporation, New England Power Company, New England Energy Incorporated, and National Grid USA Service Company, Inc. ("Service

Company"), all located at 25 Research Drive, Westborough, Massachusetts 01582, and Granite State Electric Company, 407 Miracle Mile, Suite 1, Lebanon, New Hampshire 03766, Nantucket Electric Company ("Nantucket"), 25 Fairgrounds Road, Nantucket, Massachusetts 02554, and The Narragansett Electric Company, 280 Melrose Street, Providence, Rhode Island 02901 (collectively, "Applicants") have filed a post-effective amendment to their application-declaration under sections 6(a), 7, 9(a), 10, and 12 of the Act and rules 43, 45 and 54 under the Act.

By order dated October 29, 1997 (HCAR No. 26768) and supplemented June 2, 1998 (HCAR No. 26881), the Commission authorized, through October 31, 2001, among other things: (1) the issuance of short-term bank notes by Mass Electric, Nantucket, Narragansett, and Service Company; (2)

the issuance and sale of commercial paper by Mass Electric and Narragansett; and (3) the establishment of an intrasystem money pool ("Money Pool") for the New England Electric System (now Grid) <sup>1</sup> and participation in the Money Pool by Mass Electric, Nantucket, Narragansett, and Service Company.

In other orders dated April 15, 1997 (HCAR No. 26704) and supplemented March 20, 1998 (HCAR No. 26875) in SEC File No. 70-8966, Eastern Utilities Associates ("EUA") and certain of its subsidiaries were authorized to enter into certain borrowing arrangements through July 31, 2002.<sup>2</sup>

Applicants now request that the Commission orders be amended to authorize commercial paper, bank borrowings, and Money Pool borrowings in the following increased amounts, through May 31, 2003.<sup>3</sup>

Borrowing company	Borrowing authority	
	Old	Requested
Mass Electric .....	\$150,000,000	\$275,000,000
(Eastern Edison) .....	75,000,000	.....
Nantucket .....	5,000,000	6,000,000
Narragansett .....	100,000,000	145,000,000
(Blacksone) .....	20,000,000	.....
(Newport) .....	25,000,000	.....
Service Company .....	12,000,000	60,000,000
(EUA Service) .....	15,000,000	.....

Applicants request proposed increases because the consolidation of the NEES and EUA subsidiaries into Grid subsidiaries as a result of the mergers have resulted in greater borrowing needs, and cash requirements for general corporate purposes. The commercial paper will be in the form of the unsecured promissory notes in denominations of not less than \$50,000 and will mature within 270 days. The proposed borrowings from banks would not exceed 10.5% per year based on the current base lending rate of 9.5% and the federal funds rates. The terms of the Money Pool will remain unchanged.

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

**Margaret H. McFarland,**

*Deputy Secretary.*

[FR Doc. 01-2813 Filed 2-1-01; 8:45 am]

**BILLING CODE 8010-01-M**

**SECURITIES AND EXCHANGE COMMISSION**

[Release No. IC-24845]

**Notice of Applications for Deregistration Under Section 8(f) of the Investment Company Act of 1940**

January 26, 2001.

The following is a notice of applications for deregistration under section 8(f) of the Investment Company Act of 1940 for the month of January 2001. A copy of each application may be obtained for a fee at the SEC's Public Reference Branch, 450 Fifth St., NW., Washington, DC 20549-0102 (tel. 202-942-8090). An order granting each application will be issued unless the SEC orders a hearing. Interested persons may request a hearing on any application by writing to SEC's Secretary at the address below and serving the relevant 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 February 20, 2001, 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 reason for the request, and the issues contested.

Persons who wish to be notified of a hearing may request notification by writing to the Secretary, SEC, 450 Fifth Street, NW., Washington, DC 20549-0609. For Further Information Contact: Diane L. Titus, at (202) 942-0564, SEC, Division of Investment Management, Office of Investment Company Regulation, 450 Fifth Street, NW., Washington, DC 20549-0506.

**Morgan Keegan Southern Capital Fund, Inc. [File No. 811-4658]**

*Summary:* Applicant seeks an order declaring that it has ceased to be an

<sup>1</sup> National Grid Group plc acquired the New England Electric System and formed National Grid USA by Commission order dated March 15, 2000 (HCAR No. 27154).

<sup>2</sup> By Commission order dated April 14, 2000 (HCAR No. 27166), Grid was authorized to acquire

all of the outstanding common shares of EUA, with Grid as the surviving entity. Several of EUA's subsidiaries merged into Grid's subsidiaries.

<sup>3</sup> By Commission order dated March 15, 2000 (HCAR No. 27154), Applicants' financing authority was extended to May 31, 2003. Companies listed in

parentheses are former EUA entities which have merged into the Grid company whose name appears above it.

investment company. On October 31, 2000, applicant transferred its assets to Morgan Keegan Select Capital Growth Fund, a series of Morgan Select Fund, Inc. based on net asset value. Expenses of \$81,594 incurred in connection with the reorganization were shared equally between applicant and Morgan Asset Management, Inc., applicant's investment adviser.

*Filing Date:* The application was filed on January 17, 2001.

*Applicant's Address:* 50 Front Street, Memphis, TN 38103.

**Merrill Lynch Consults International Portfolio [File No. 811-6725]**

*Summary:* Applicant seeks an order declaring that it has ceased to be an investment company. On March 6, 2000, applicant transferred its assets to Merrill Lynch International Equity Fund based on net asset value. Expenses of \$18,594 incurred in connection with the reorganization were paid by the acquiring fund.

*Filing Date:* The application was filed on January 11, 2001.

*Applicant's Address:* 800 Scudders Mill Road, Plainsboro, NJ 08536.

**The Foreign & Colonial Emerging Middle East Fund, Inc. [File No. 811-8678]**

*Summary:* Applicant, a closed-end investment company, seeks an order declaring that it has ceased to be an investment company. On December 28, 2000, applicant made a final liquidating distribution to its shareholders based on the net asset value. Applicant has retained a reserve of \$163,115 to cover current and anticipated liabilities, which will be held in trust for the benefit of applicant's creditors and shareholders. All assets remaining as of three years after the record date of June 26, 2000 will be distributed to shareholders or escheat to the State of Maryland. Expenses of \$142,014 incurred in connection with the liquidation were paid by applicant.

*Filing Date:* The application was filed on January 12, 2001.

*Applicant's Address:* c/o Mitchell Hutchins Asset Management, Inc., 51 West 52nd Street, New York, NY 10019.

**Pathfinder Trust [File No. 811-5020]**

*Summary:* Applicant seeks an order declaring that it has ceased to be an investment company. On May 30, 2000, applicant made a liquidating distribution to its shareholders based on net asset value. Expenses of \$28,979 incurred in connection with the liquidation were paid by applicant.

*Filing Date:* The application was filed on January 10, 2001.

*Applicant's Address:* 4023 West 6th Street, Los Angeles, CA 90020.

**Schroder Capital Funds [File No. 811-9130]**

*Summary:* Applicant, a master fund in a master-feeder structure, seeks an order declaring that it has ceased to be an investment company. On June 30, 2000, applicant made a liquidating distribution to its sole remaining shareholder based on net asset value. Expenses of approximately \$2,500 incurred in connection with the liquidation were paid by applicant.

*Filing Date:* The application was filed on December 26, 2000.

*Applicant's Address:* 787 Seventh Avenue, 34th Floor, New York, NY 10019.

**Independence Square Income Securities, Inc. [File No. 811-2233]**

*Summary:* Applicant, a closed-end investment company, seeks an order declaring that it has ceased to be an investment company. On May 17, 2000, applicant transferred its assets to BlackRock Funds (SM)—BlackRock High Yield Bond Portfolio, based on net asset value. BlackRock Institutional Management Corporation, applicant's investment adviser, bore all expenses incurred in connection with the reorganization.

*Filing Date:* The application was filed on January 4, 2001.

*Applicant's Address:* c/o Edward J. Roach, 400 Bellevue Park, Wilmington, DE 19809.

**Connecticut Limited Maturity Municipals Portfolio [File No. 811-7518]; Michigan Limited Maturity Municipals Portfolio [File No. 811-7522]**

*Summary:* Each applicant, a master fund in a master-feeder structure, seeks an order declaring that it has ceased to be an investment company. On October 29, 1999, each applicant made a liquidating distribution to its shareholders based on net asset value. Expenses of \$9,452 and \$10,694, respectively, incurred in connection with the liquidations were paid by Eaton Vance Connecticut Limited Maturity Municipals Fund and Eaton Vance Michigan Limited Maturity Municipals Fund, respectively, each a feeder fund of the master fund.

*Filing Date:* The applications were filed on January 17, 2001.

*Applicants' Address:* The Eaton Vance Building, 255 State Street, Boston, MA 02109.

**Lord Abnett Equity Fund [File No. 811-6033]**

*Summary:* Applicant seeks an order declaring that it has ceased to be an investment company. On May 31, 2000, applicant transferred its assets to Lord Abnett Large-Cap Growth Fund based on net asset value. Expenses of \$130,046 were incurred in connection with the reorganization, of which Lord, Abnett & Co., applicant's investment adviser, paid 50%. Applicant and the acquiring fund paid the remaining 50% based on their respective net assets.

*Filing Date:* The application was filed on January 2, 2001.

*Applicant's Address:* 90 Hudson Street, Jersey City, NJ 07302-3973.

**Nuveen Tax-Exempt Money Market Fund, Inc. [File No. 811-3134]; Nuveen California Tax-Free Fund, Inc. [File No. 811-4508]; Nuveen Tax-Free Money Market Fund, Inc. [File No. 811-4822]**

*Summary:* Each applicant seeks an order declaring that it has ceased to be an investment company. On June 25, 1999, each applicant transferred its assets to Nuveen Institutional Tax-Exempt Money Market Fund, Nuveen California Tax-Exempt Money Market Fund, and Nuveen New York Tax-Exempt Money Market Fund, respectively, each a series of Nuveen Money Market Trust, based on net asset value. Expenses of \$135,314, \$33,146 and \$15,531, respectively, were incurred in connection with the reorganizations and were paid by each applicant.

*Filing Date:* The applications were filed on January 3, 2001.

*Applicants' Address:* 333 West Wacker Drive, Chicago, IL 60606-1286.

**Balanced Portfolio [File No. 811-8010]**

*Summary:* Applicant, a master fund, in a master-feeder structure, seeks an order declaring that it has ceased to be an investment company. On February 29, 2000, applicant made a liquidating distribution to its shareholders based on net asset value. Expenses of \$4,489 incurred in connection with the liquidation were paid by Eaton Vance Balanced Fund, a "feeder" fund of applicant.

*Filing Dates:* The application was filed on November 7, 2000, and amended on January 17, 2001.

*Applicant's Address:* The Eaton Vance Building, 255 State Street, Boston, MA 02109.

**American Municipal Trust [File No. 811-3733]**

*Summary:* Applicant, a unit investment trust, seeks an order declaring that it has ceased to be an

investment company. By December 29, 1998, applicant had distributed its assets to unit holders based on net asset value. Applicant has 59 outstanding unit holders, who have not been located. Chase Manhattan Bank, N.A., applicant's trustee, is holding the unclaimed funds, which will escheat to the State of New York after 10 years. Printing and postage expenses of approximately \$10,000 were paid by applicant's trustee, out of a trustee's fee paid by applicant's unit holders on a pro rata basis, and legal expenses of approximately \$1,000 were paid by American Municipal Securities, Inc., applicant's depositor.

*Filing Dates:* The application was filed on March 16, 2000, and amended on June 13, 2000 and December 19, 2000.

*Applicant's Address:* 770 Second Avenue South, St. Petersburg, FL 33701.

#### **Templeton Variable Products Series Fund [File No. 811-5479]**

*Summary:* Applicant seeks an order declaring that it has ceased to be an investment company. On May 1, 2000, applicant transferred its assets to Franklin Large Cap Growth Securities Fund, Franklin Small Cap Fund, Mutual Shares Securities Fund, Templeton Global Asset Allocation Fund, Templeton Global Income Securities Fund, Templeton Developing Markets Equity Fund, Templeton International Equity Fund, Templeton Global Growth Fund, Franklin S&P 500 Index Fund, and Franklin Strategic Income Securities Fund (the "Acquiring Funds") based on net asset value. Expenses of \$1,275,910 incurred in connection with the reorganization were paid by Franklin Advisers, Inc., Templeton Investment Counsel, Inc., Templeton Asset Management Ltd., Templeton Global Advisors Limited, Franklin Mutual Advisers, LLC, Franklin Templeton Variable Insurance Products Trust, and Templeton Variable Products Series Fund.

*Filing Dates:* The application was filed on August 11, 2000 and amended on October 4, 2000.

*Applicant's Address:* 500 East Broward Boulevard, Suite 2100, Fort Lauderdale, FL 33394-3091.

#### **Bank Fiduciary Fund—Equity [File No. 811-667]; Bank Fiduciary Fund—Fixed Income [File No. 811-1996]**

*Summary:* Each applicant seeks an order declaring that it has ceased to be an investment company. On April 28, 2000, each applicant made a final liquidating distribution to its shareholders based on net asset value. Expenses of \$27,000 and \$20,000,

respectively, were incurred in connection with the liquidations and were paid by each applicant.

*Filing Dates:* The applications were filed on July 6, 2000, and amended on January 24, 2001.

*Applicants' Address:* c/o New York Bankers Assn., 99 Park Avenue, New York, NY 10016-1502.

#### **The Govett Funds, Inc. [File No. 811-6229]**

*Summary:* Applicant seeks an order declaring that it has ceased to be an investment company. Between August 12, 2000 and September 11, 2000, four of applicant's series, Govett Emerging Markets Equity Fund, Govett International Equity Fund, Govett Global Income Fund and Govett Smaller Companies Fund, transferred their assets to corresponding series of ARK Funds, based on net asset value. On October 16, 2000, applicant's remaining series, Govett International Smaller Companies Fund, made a liquidating distribution to its shareholders based on net asset value. Expenses of \$672,831 incurred in connection with the reorganizations and liquidation were paid by applicant's investment adviser, AIB Govett, Inc.

*Filing Date:* The application was filed on January 18, 2001.

*Applicant's Address:* c/o AIB Govett, Inc., 250 Montgomery Street, Suite 1200, San Francisco, CA 94104.

#### **PPM America Funds [File No. 811-9001]**

*Summary:* Applicant seeks an order declaring that it has ceased to be an investment company. On January 19, 2001, applicant made a final liquidating distribution to its sole shareholder based on net asset value. Expenses of \$1,600 incurred in connection with the liquidation were paid by applicant's investment adviser, PPM America, Inc.

*Filing Date:* The application was filed on January 23, 2001.

*Applicant's Address:* 225 West Wacker Drive, Chicago, IL 60606.

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

**Margaret H. McFarland,**

*Deputy Secretary.*

[FR Doc. 01-2812 Filed 2-1-01; 8:45 am]

**BILLING CODE 8010-01-M**

## **SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34-43882; File No. SR-CHX-00-27]

### **Self-Regulatory Organizations; Notice of Filing of Proposed Change by the Chicago Stock Exchange, Incorporated and Amendment No. 1 Relating to Participation in Crossing Transactions Effected on the Exchange Floor**

January 24, 2001.

Pursuant to section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on September 14, 2000, the Chicago Stock Exchange, Incorporated ("CHX" or "Exchange") filed with the Securities and Exchange Commission ("Commission") the proposed rule change, as described in Items I, II, and III below, which Items have been prepared by the CHX. The CHX amended the proposal on January 18, 2001.<sup>3</sup> The Commission is publishing this notice to solicit comments on the proposed rule change, as amended, from interested persons.

#### **I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change**

The Exchange proposes to amend Article XX, rule 23 of the Exchange's rules relating to participation in crossing transactions effected on the Exchange floor. The text of the proposed rule change is available at the Commission and the CHX.

#### **II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change**

In its filing with the Commission, the CHX included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received regarding the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The CHX has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> See Letter dated January 16, 2001, from Kathleen M. Boege, Associate General Counsel, CHX, to Alton S. Harvey, Office Head, Division of Market Regulation, Commission ("Amendment No. 1"). Amendment No. 1 requests pilot approval of the proposed rule change through July 9, 2001.