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Dated at Rockville, Maryland, this 7th day of July, 2002.

For the Nuclear Regulatory Commission.

Michael E. Mayfield,

Director, Division of Engineering Technology, Office of Nuclear Regulatory Research.

[FR Doc. 02–18435 Filed 7–19–02; 8:45 am]

BILLING CODE 7590–01–P

SECURITIES AND EXCHANGE COMMISSION

[File No. 22–28616]

Application and Opportunity for Hearing: Armstrong World Industries, Inc.

July 16, 2002.

The Securities and Exchange Commission gives notice that Armstrong World Industries, Inc. has filed an application under section 310(b)(1)(ii) of the Trust Indenture Act of 1939. Armstrong asks the Commission to find that the trusteeship of Wells Fargo Bank Minnesota, National Association as successor trustee under:

- An indenture dated August 6, 1996, between Armstrong and The Chase Manhattan Bank, a predecessor trustee, with respect to 6.35% Senior Notes due 2003, 6½% Senior Notes due 2005 and 7.45% Senior Quarterly Interest Bonds due 2038, and
- An indenture dated December 23, 1998 between Armstrong and Bank One Trust Company, N.A., a successor trustee, with respect to 7.45% Senior Notes due 2029,

is not so likely to involve a material conflict of interest as to make it necessary in the public interest or for the protection of investors to disqualify Wells Fargo from acting as trustee under both of those indentures.

Section 310(b) of the 1939 Act provides, in part, that if a trustee under an indenture qualified under the Act has or acquires any conflicting interest described in that section, the trustee must, within ninety days after ascertaining that it has a conflicting interest, either eliminate the conflicting interest or resign. Section 310(b)(1) provides, with stated exceptions, that a trustee shall be deemed to have a conflicting interest if the trustee is also a trustee under another indenture under which any other securities of the same obligor are outstanding. However, under Section 310(b)(1)(ii), specified situations are exempt from the deemed conflict of interest under Section 310(b)(1). Section 310(b)(1)(ii) provides, in part, that an indenture to be qualified shall be deemed exempt from section 310(b)(1) if:

> The issuer shall have sustained the burden of proving, on application to the Commission and after opportunity for hearing thereon, that trusteeship under the indenture * * * is not so likely to involve a *material conflict of interest* as to make it necessary in the public interest or for the protection of investors to disqualify such trustee from acting as such under one of such indentures. * * * Section 310(b)(1)(ii) (emphasis added).

Under this provision, Wells Fargo's trusteeship under the indentures may be excluded from the operation of Section 310(b)(1) if Armstrong sustains the burden of proving, on application to the Commission, that a material conflict of interest is not so likely as to make it necessary in the public interest or for the protection of investors to disqualify Wells Fargo from acting as trustee under either of the indentures.

In its application, Armstrong alleges that:

1. Armstrong issued the 1996 notes and the 1998 notes in registered public offerings in the United States (Registration Statement Nos. 333–6333 and 333–74501), and Armstrong qualified the indentures under the 1939 Act. The securities outstanding under the indentures rank *pari passu* with each other and are wholly unsecured. However, neither indenture references the other indenture.

2. As a result of an Instrument of Resignation, Appointment and Acceptance, dated December 1, 2000, Wells Fargo succeeded Chase as trustee under the 1996 indenture. Under an Instrument of Resignation, Appointment and Acceptance, dated November 12, 2001, Wells Fargo will succeed Bank One as trustee under the 1998 indenture if the Commission grants Armstrong's application.

3. As of the date of Armstrong's application, Armstrong is in default under the indentures due to its filing of a voluntary petition for relief under Chapter 11 of the U.S. Bankruptcy Code on December 6, 2000. The commencement of a voluntary case under the U.S. Bankruptcy Code constituted an event of default under section 5.1(6) of the 1996 indenture and Section 501(5) of the 1998 indenture. Thus, Armstrong is in default under both of the indentures.

4. Had the 1998 indenture contained a specific description of the 1996 indenture, no conflict of interest would be deemed to exist under section 310(b)(1)(i) of the 1939 Act, and the application would not be required. Section 310(b)(1)(i) exempts an indenture from the provisions of Section 310(b) ''if the indenture to be qualified and any such other indenture or indentures * * * are wholly unsecured and rank equally, and such other indenture or indentures * * * are specifically described in the indenture to be qualified or are thereafter qualified.'' The Section 310(b)(i) issue arises only because the 1998 indenture does not refer to the 1996 indenture. Armstrong asserts that this technical omission does not create a risk of material conflict between the two indentures where none otherwise exists.

5. Armstrong asserts that because the securities outstanding under the two indentures rank equally with one another in right of payment and are wholly unsecured, it is highly unlikely that Wells Fargo would ever be subject to a conflict of interest with respect to issues relating to the priority of payment. Wells Fargo would neither be in a position, nor required by the terms of either indenture, to assert that securities outstanding under one indenture are entitled to payment prior to payment of claims under the other indenture.

6. Further, the indentures contain almost identical default and remedy provisions. *See* Section 5 of the 1996 indenture and *Article Five* of the 1998 indenture. Armstrong asserts that it is highly unlikely as a practical matter that Wells Fargo will find itself in a position of proceeding against Armstrong for a default under one indenture but not under the other indenture.

7. Armstrong asserts that it is in the best interest of Armstrong and the holders of the securities under the indentures that Wells Fargo serves simultaneously as trustee under both indentures. Bank One will be required to resign as trustee under the 1998 indenture because of Bank One's concurrent status as a creditor of Armstrong. Wells Fargo is not, except as indenture trustee, a creditor of Armstrong and has no business relationship with Armstrong other than under the 1996 indenture. Wells Fargo's trusteeship also will allow Armstrong to avoid the significant duplicative costs associated with having two separate trustees and their respective separate professionals.

Apart from granting relief under section 310(b)(1)(ii) of the 1939 Act, the Commission may invoke its power to exempt Wells Fargo under Section 304(d). On application by any interested person, Section 304(d) empowers the Commission to ''exempt conditionally or unconditionally any person,

registration statement, indenture, security or transaction * * * from any one or more of the provisions of [the 1939 Act], if and to the extent that such exemption is necessary or appropriate in the *public interest* and consistent with the *protection of investors* and the purposes fairly intended by [the 1939 Act].'' Section 304(d) (emphasis added).

Armstrong has waived notice of a hearing and all rights to specify procedures under the Rules of Practice of the Commission in connection with this matter. Any interested persons should look to the application for a more detailed statement of the asserted matters of fact and law. The application is on file in the Commission's Public Reference Section, File No. 22–28616, 450 Fifth Street, NW., Washington, DC, 20549.

The Commission also gives notice that any interested persons may request in writing that a hearing be held on this matter. Interested persons must submit those requests to the Commission no later than August 12, 2002. Interested persons must include the following in their request for a hearing on this matter:

- The nature of that person's interest;
- The reasons for the request; and
- The issues of law or fact raised by the application that the interested person desires to refute or request a hearing on.

The interested person should address this request for a hearing to: Jonathan G. Katz, Secretary, U.S. Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC, 20549–0609. At any time after August 12, 2002, the Commission may issue an order granting the application, unless the Commission orders a hearing.

For the Commission, by the Division of Corporation Finance, pursuant to delegated authority.

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 02–18404 Filed 7–19–02; 8:45 am]

BILLING CODE 8010–01–P

SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 25662; 812–12530]

Met Investors Series Trust and Met Investors Advisory LLC; Notice of Application

July 16, 2002.

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

ACTION: Notice of an application for an order under section 12(d)(1)(J) of the Investment Company Act of 1940 (the ''Act'') for an exemption from sections 12(d)(1)(A) and (B) of the Act, under sections 6(c) and 17(b) of the Act for an exemption from section 17(a) of the Act, and under section 17(d) of the Act and rule 17d–1 under the Act to permit certain joint transactions.

Summary of the Application: Applicants request an order that would permit certain registered open-end management investment companies to invest uninvested cash and cash collateral in affiliated money market funds in excess of the limits in sections 12(d)(1)(A) and (B) and the Act.

Applicants: Met Investors Series Trust (the ''Trust''), all existing and future series of the Trust, and any other registered open-end management investment company and its series that are currently on in the future advised by Met Investors Advisory LLC (the ''Adviser'') or any entity controlling, controlled by, or under common control with the Adviser (collectively, the ''Funds''), and the Adviser.

Filing Dates: The application was filed on May 29, 2001, and amended on July 16, 2002.

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 August 9, 2002, 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, Commission, 450 Fifth Street, NW., Washington, DC 20549–0609. Applicants, 22 Corporate Plaza Drive, Newport Beach, CA 92660.

FOR FURTHER INFORMATION CONTACT: Christine Y. Greenlees, Senior Counsel, at (202) 942–0581, or Mary Kay Frech, 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 Commission's Public Reference Branch, 450 Fifth Street, NW., Washington, DC 20549–0102 (tel. 202–942–8090).

Applicants' Representations

1. The Trust is organized as a business trust under the laws of the State of Delaware and is an open-end management investment company registered under the Act. The Trust currently offers Class A, Class B, and Class E shares in 22 Funds, one of which is a money market fund subject to rule 2a–7 under the Act (together with any future Funds that are money market funds, the ''Money Market Funds;'' all other Funds that are not money market funds are collectively referred to as the (''Non-Money Market Funds'').[1] Not all Funds offer Class A, Class B, or Class E shares. The Funds selling Class A shares sell such shares to qualified pension and profit sharing plans and to separate accounts of Metropolitan Life Insurance Company and its affiliates (collectively, ''MetLife'') to fund variable annuity and variable life contracts. The Class B and Class E shares are sold exclusively to MetLife separate accounts.[2] The Adviser serves as the investment adviser to each Fund and is registered as an investment adviser under the Investment Advisers Act of 1940 (the ''Advisers Act''). The Adviser selects other affiliated and unaffiliated investment advisers registered under the Advisers Act (''Subadvisers'') to manage the portfolio for each Fund.

2. Applicants state that each Non-Money Market Fund has, or may be expected to have, uninvested cash (''Uninvested Cash'') held by its custodian. Uninvested Cash may result from a variety of sources, including dividends or interest received from portfolio securities, unsettled securities transactions, strategic reserves, matured investments, proceeds from liquidation of investment securities, and new investor capital. The Non-Money Market Funds also may receive cash (''Cash Collateral,'' and together with Uninvested Cash, ''Cash Balances'') in connection with a securities lending program (''Securities Lending Agreement'') between the Trust and State Street Bank and Trust Company (''State Street'') under which a Non-Money Market Fund may lend its portfolio securities to registered broker-dealers or other institutional investors. Pursuant to the Securities Lending

[1] All existing Funds that currently intend to rely on the order have been named as applicants, and any other existing or future Fund that subsequently relies on the order will comply with the terms and conditions in the application.

[2] Class C shares are authorized for all Funds; however, none are currently being offered.