

("Penelec"), all located at 2800 Pottsville Pike, Reading Pennsylvania 19605 (together, "GPU Companies"), and each an electric utility subsidiary of GPU, Inc., a registered holding company, have filed an application under section 6(a), 7, 9(a) and 10 of the Act rule 54 under the Act.

By orders dated August 15, 1991 (HCAR No. 25361) and October 25, 1995 (HCAR No. 26400) (together, "Orders") the Commission authorized JCP&L, Met-Ed and Penelec to, among other things, acquire an interest in nuclear fuel for Three Mile Island Unit 1 nuclear generating station ("TMI-1") and the Oyster Creek nuclear generating station ("Oyster Creek"). The GPU Companies jointly own TMI-1 in the following percentages: Met-Ed—50%; JCP&L—25%; and Penelec—25%. JCP&L owns 100% of Oyster Creek.

Under the Orders, a nuclear fuel trust was established to be the sole stockholder of two nonassociate corporations, TNI-1 Fuel Corporation and Oyster Creek Fuel Corporation (together, "Fuel Companies"), which own nuclear fuel assemblies and component parts ("Nuclear Material") for TMI-1 and Oyster Creek. The GPU Companies entered into separate lease agreements ("Existing Lease Agreements") with the Fuel Companies to pay for the use of the Nuclear Material for TMI-1 and Oyster Creek.

The Existing Lease Agreements provide for an initial term of up to 20 years, subject to early termination on the occurrence of certain events. Under the Existing Lease Agreements, each GPU Company pays to the lessor a monthly rental payment consisting of two components. The first is an amount based on the rate of nuclear fuel consumption. The second component, which is payable on the unamortized cost of the Nuclear Material, is based on the rates on outstanding notes or commercial paper issued by the Fuel Companies. The Fuel Companies' commercial paper credit is enhanced by the issuance by the Union Bank of Switzerland ("UBS") of letters of credit ("LCs") in an aggregate face amount of up to \$210 million outstanding at any one time. Each Fuel Company has agreed to reimburse UBS for any drawings it makes under the LCs, in accordance with existing credit facilities between UBS and the Fuel Companies.

The GPU Companies and the Fuel Companies have obtained a commitment for a new credit facility with The First National Bank of Chicago and PNC Bank, N.A. ("New Credit Facilities"). The New Credit Facilities provide for aggregate borrowings by the Fuel Companies of up to \$190 million

under a revolving note credit facility or through the sale of commercial paper. The GPU Companies now propose to amend the Existing Lease Agreements to conform its provisions with those of the New Credit Facilities.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 98-23852 Filed 9-3-98; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. IC-23419]

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

August 28, 1998.

The following is a notice of applications for deregistration under section 8(f) of the Investment Company Act of 1940 for the month of August, 1998. A copy of each application may be obtained for a fee at the SEC's Public Reference Branch, 450 Fifth St., N.W., Washington, DC 20549 (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 the 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 September 22, 1998, 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, N.W., Washington, DC 20549.

FOR FURTHER INFORMATION CONTACT: Diane L. Titus, at (202) 942-0564, SEC, Division of Investment Management, Office of Investment Company Regulation, Mail Stop 5-6, 450 Fifth Street, N.W., Washington, DC 20549.

John Hancock Limited Term Government Fund [File No. 811-1678]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On December 5, 1997, applicant transferred its assets to John Hancock Intermediate Maturity Government Fund, a series of John

Hancock Bond Trust ("Bond Trust"), based on the relative net asset values per share. Applicant and Bond Trust paid approximately \$88,325 and \$91,699, respectively, in expenses in connection with the reorganization.

Filing Date: The application was filed on July 21, 1998.

Applicant's Address: 101 Huntington Avenue, Boston, Massachusetts 02199-7603.

ND Insured Income Fund, Inc. [File No. 811-6238]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On April 2, 1998, applicant's sole remaining shareholder redeemed his shares at net asset value. All other shareholders redeemed their shares of applicant at net asset value prior to April 2, 1998. Applicant's investment adviser will pay any expenses incurred in connection with the liquidation.

Filing Date: The application was filed on July 21, 1998.

Applicant's Address: 1 North Main, Minot, North Dakota 58703.

Putnam Investment Grade Intermediate Municipal Trust [File No. 811-7628]

Putnam Intermediate Tax Exempt Fund [File No. 811-7151]

Summary: Each applicant seeks an order declaring that it has ceased to be an investment company. On August 7, 1995, Putnam Investment Grade Intermediate Municipal Trust transferred its assets and liabilities to Putnam Intermediate Tax Exempt Fund (the "Tax Exempt Fund"), based on the relative net asset value per share of each fund. Applicant and Tax Exempt Fund paid approximately \$118,948, and \$27,987, respectively, in expenses related to the reorganization. On May 10, 1996, Putnam Intermediate Tax Exempt Fund transferred its assets and liabilities to Putnam Tax Exempt Income Fund (the "Income Fund"), based on the relative net asset value per share of each fund. Applicant and the Income Fund paid approximately \$51,248, and \$63,752, respectively, in expenses related to the reorganization.

Filing Date: Each application was filed on July 21, 1998.

Applicant's Address: One Post Office Square, Boston, Massachusetts 02109.

Qualivest Fund [File No. 811-8526]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On November 21, 1997, six of applicant's series—Small Companies Value Fund, Large Companies Value Fund, Optimized Stock Fund, Intermediate Bond Fund,

Diversified Bond Fund, and International Opportunities Fund—each transferred all of their assets and liabilities to corresponding series of First American Investment Funds, Inc. ("FAIF"), based on the relative net asset value per share. On November 21, 1997, and November 26, 1997 (with respect to the Tax-Free Money Market Fund), three of applicant's series—Money Market Fund, U.S. Treasury Money Market Fund, and Tax-Free Money Market Fund—each transferred all of their assets and liabilities to corresponding series of First American Funds, Inc. ("FAF"), based on the relative net asset value per share. On November 26, 1997, four of applicant's series—Allocated Conservative Fund, Allocated Balanced Fund, Allocated Growth Fund, and Allocated Aggressive Growth Fund—each transferred all of their assets and liabilities to corresponding series of First American Strategy Funds, Inc. ("FASF"), based on the relative net asset value per share. U.S. Bank National Association, investment adviser to applicant and FAIF, FAF, and FASF, paid approximately \$218,044 in the aggregate in connection with the reorganizations.

Filing Date: The application was filed on July 31, 1998.

Applicant's Address: 3435 Stelzer Road, Columbus, Ohio 43219-3035.

TCW/DW Strategic Income Trust [File No. 811-7693]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On March 9, 1998, applicant distributed its assets to its securityholders at the net asset value per share. Morgan Stanley Dean Witter Advisors Inc., the parent company of applicant's manager, paid approximately \$16,000 in connection with the liquidation and paid any unamortized organizational expenses.

Filing Dates: The application was filed on July 7, 1998 and amended on August 19, 1998.

Applicant's Address: Two World Trade Center, New York, New York 10048.

Steadman Technology and Growth Fund [File No. 811-1542]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On June 10, 1998, applicant distributed all of its assets to Steadman Security Corporation ("Steadman"), applicant's investment adviser and transfer agent, for distribution to shareholders. Steadman distributed applicant's assets to shareholders at net asset value by June 12, 1998. Applicant paid approximately

\$11,000 in expenses in connection with the liquidation.

Filing Dates: The application was filed on June 30, 1998, and amended on July 23, 1998, and August 13, 1998.

Applicant's Address: 1730 K Street, N.W., Washington, D.C. 20006.

FMB Funds, Inc. [File No. 811-6420]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On April 6, 1998, applicant completed the transfer of all of its assets to corresponding series of The Monitor Funds at net asset value. Applicant's investment adviser, The Huntington National Bank, paid \$350,000 in expenses in connection with the transaction.

Filing Dates: The application was filed on June 24, 1998 and amended on August 11, 1998.

Applicant's Address: 41 South High Street, Columbus, Ohio 43287.

The Walnut Street Funds, Inc. [File No. 811-7552]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On April 29, 1998, applicant completed distribution of its net assets to its shareholders at net asset value. Applicant's investment adviser, Conning Asset Management Company, Paid \$78,734 in expenses in connection with the liquidation.

Filing Dates: The application was filed on June 17, 1998 and amended on August 14, 1998.

Applicant's Address: 400 South Fourth Street, Suite 1000, St. Louis, Missouri 63102.

Hartford U.S. Government Money Market Fund, Inc. [File No. 811-3661]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On June 30, 1997, applicant transferred all of its assets and liabilities to HVA Money Market Fund, based on the relative net asset value per share of each fund. Hartford Life Insurance Company, applicant's sponsor, paid approximately \$40,000 in connection with the reorganization.

Filing Date: The application was filed on August 22, 1997.

Applicant's Address: Hartford Plaza, Hartford, Connecticut 06115.

Management of Managers Money Market Fund [File No. 811-3754]

Management of Managers Special Equity Fund [File No. 811-3751]

Management of Managers Capital Appreciation Fund [File No. 811-3752]

Management of Managers International Equity Fund [File No. 811-3746]

Management of Managers Short and Intermediate Bond Fund [File No. 811-3753]

Summary: Each applicant seeks an order declaring that it has ceased to be an investment company. On December 31, 1987, applicants transferred all of their assets to corresponding series of the Management of Managers Group of Funds ("Trust") based on net asset value per share. Reorganization expenses were paid pro rata by each series of the Trust in connection with the transaction.

Filing Dates: Management of Managers Money Market Fund and Special Equity Fund filed applications on May 21, 1998 and Management of Managers Capital Appreciation Fund, International Equity Fund and Short and Intermediate Bond Fund filed applications on June 17, 1998. All applications were amended on August 3, 1998.

Applicant's Address: 25 Sylvan Road, Westport, Connecticut 06880.

G.T. Global Developing Markets Fund, Inc. [File No. 811-8138]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On October 31, 1997, G.T. Global Developing Markets Fund Inc., a closed-end investment company, was converted into GT Global Developing Markets Fund ("New Fund"), a series of G.T. Investment Fund, Inc., an open-end investment company. Applicant transferred all of its assets and liabilities to the New Fund for its Class A shares based on net asset value per share. Applicant and New Fund paid \$131,706 and \$225,973, respectively, in expenses in connection with the transaction.

Filing Dates: The application was filed on March 3, 1998 and amended on May 27, 1998 and August 21, 1998.

Applicant's Address: 50 California Street, 27th Floor, San Francisco, CA 94111.

Templeton Latin America Small Cap Fund, Inc. [File No. 811-8864]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. Applicant has never made a public offering of its securities and does not propose to make

a public offering or engage in business of any kind.

Filing Date: The application was filed on August 7, 1998.

Applicant's Address: 500 East Broward Boulevard, Ft. Lauderdale, Florida 33394.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 98-23851 Filed 9-3-98; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-40380; File No. SR-NASD-98-53]

Self-Regulatory Organizations; Notice of Filing of Proposed Rule Change by the National Association of Securities Dealers, Inc. To Include Closed-End Funds in Nasdaq's Mutual Fund Quotation System

August 27, 1998.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),¹ and Rule 19b-4 thereunder,² notice is hereby given that on July 24, 1998,³ the National Association of Securities Dealers, Inc. ("NASD") through its wholly-owned subsidiary, The Nasdaq Stock Market, Inc. ("Nasdaq"), filed with the Securities and Exchange Commission ("SEC" or "Commission") the proposed rule change as described in Items I, II, and III below, which Items have been prepared by Nasdaq. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

The NASD and Nasdaq are proposing to amend NASD Rule 6800 to include closed-end funds in Nasdaq's Mutual Fund Quotation Service ("MFQS" or "Service"). Below is the text of the propose rule change. Proposed new language is italicized; proposed deletions are in brackets.

Rule 6800. Mutual Fund Quotation Service

(a) No change

(b) Eligibility Requirements

To be eligible for participation in the Mutual Fund Quotation Service, a fund shall:

(1) be registered with the Commission as an open-end ("*open-end fund*") or a closed-end ("*closed-end fund*") [management] investment company pursuant to the Investment Company Act of 1940.

(2)-(4) No change.

(c) News Media List[s]

(1) (A) An eligible *open-end* fund shall be authorized for inclusion in the News Media List[s] released by the Association if it has at least 1,000 shareholders or \$25 million in net assets.

(B) An eligible *closed-end* fund shall be authorized for inclusion in the News Media List released by the Association if it has at least \$100 million in net assets.

[B](C) Compliance with subparagraphs (1)(A) and (B) shall be certified by the fund to the Association at the time of initial application for inclusion in the List[s].

(2) (A) An authorized *open-end* fund shall remain included in the News Media List[s] if it has either 750 shareholders or \$15 million in net assets.

(B) An authorized *closed-end* fund shall remain included in the News Media List if it has \$60 million in net assets.

[B](C) Compliance with subparagraphs (2)(A) and (B) shall be certified to the Association upon written request by the Association.

(d) Supplement List

An eligible *open-end* or *closed-end* fund shall be authorized for inclusion in the Supplement List released to vendors of Nasdaq Level 1 Service if:

(1) The fund has net assets of \$10 million or more; or

(2) Has had two full years of operation.

(e) No change

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 NASD included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements

may be examined at the places specified in Item IV below. Nasdaq has prepared summaries, set forth in Sections (A), (B), and (C) below, of the most significant aspects of such statements.

(A) Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

The NASD and Nasdaq are proposing to amend NASD Rule 6800 to establish minimum requirements for the inclusion of closed-end funds in Nasdaq's MFQS.

Currently, MFQS collects daily price and related data for open-end funds and money market funds, and publicly disseminates the information to the news media and market data vendors. To assist the news media and market data vendors in determining which funds have the broadest appeal to the investing public, Nasdaq divides the participating funds into two separate lists: the "News Media List" and the "Supplemental List." Open-end funds on the News Media List are eligible for inclusion in the fund tables of newspapers nationwide, as well as for dissemination over Nasdaq's Level 1 data feed service distributed by market data vendors. Open-end funds on the Supplemental List are disseminated over Nasdaq's Level 1 date feet service, thus providing significant visibility for funds that do not qualify for the News Media List. NASD Rule 6800 contains initial inclusion (minimum eligibility) requirements for both the News Media List and the Supplement List, and contains maintenance (continued inclusion) requirements for the News Media List. Closed-end funds, however, are not currently eligible for inclusion in the MFQS under NASD Rule 6800.

In the past, closed-end funds have expressed an interest in being able to enter their daily prices into the Service for dissemination to the newspapers, market data vendors, and news wires. Previously, the MFQS application did not support closed-end funds because it did not accommodate some of the data attributes needed for closed-end funds. Nasdaq, however, has recently re-designed and upgraded the MFQS. The improved Service, which should be implemented in the third quarter of 1998, will include the data attributes necessary to support closed-end funds. Accordingly, Nasdaq is proposing to add to Rule 6800 new standards for the inclusion of closed-end funds in the MFQS.⁴

⁴ Under the improved MFQS, Nasdaq plans to disseminate on a daily basis a closed-end fund's net asset value and closing share price (as applicable).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ Nasdaq filed an amendment to the proposed rule change on August 27, 1998, the substance of which is incorporated into this notice. See Letter from Robert E. Aber, Senior Vice President and General Counsel, Office of the General Counsel, Nasdaq, to Katherine England, Assistant Director, Division of Market Regulation, Commission, dated August 26, 1998 ("Amendment No. 1").