the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 99–9012 Filed 4–9–99; 8:45 am]

BILLING CODE 8010–01–M

SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 23770; 812–11472]

Eaton Vance Management, et al.; Notice of Application

April 6, 1999.

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

ACTION: Notice of an application for an order pursuant to section 17(d) of the Investment Company Act of 1940 (''Act'') and rule 17d–1 under the Act.

Summary of the Application: Applicants request an order to permit certain registered closed-end management investment companies to impose asset-based distribution fees.

Applicants: Eaton Vance Distributors, Inc. (''Distributors'') and Eaton Vance Management (collectively, ''Eaton Vance''); Boston Management and Research (''BMR''); Senior Debt Portfolio (''Portfolio''); Eaton Vance Prime Rate Reserves (''Prime Rate'') and EV Classic Senior Floating-Rate Fund (''EV Classic'') (each a ''Fund'' and, collectively, the ''Funds'').

Filing Dates: The application was filed on January 13, 1999. Applicants have agreed to file an amendment, the substance of which is included in this notice, during the notice period.

Hearing or Notification of Hearing: An order granting the application will be issued unless the SEC orders a hearing. Interested persons may request a hearing by writing to the SEC's Secretary and serving 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 April 29, 1999, and should be accompanied by proof of service on 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 may request notification by writing to the SEC's Secretary.

ADDRESSES: Secretary, SEC, 450 Fifth Street, NW, Washington, DC 20549–0609. Applicants, c/o Eaton Vance Management, Attn: Eric G. Woodbury, Esq., 24 Federal Street, Boston, MA 02110.

FOR FURTHER INFORMATION CONTACT: Rachel H. Graham, Senior Counsel, at (202) 942–0583, or Christine Y. Greenless, 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 from the SEC's Public Reference Branch, 450 Fifth Street, NW, Washington, DC 20549–0102 (telephone (202) 942–8090).

Applicants' Representations

1. The Funds and the Portfolio are business trusts organized under Massachusetts and New York law, respectively, and are registered under the Act as closed-end management investment companies. The Funds invest their assets in the Portfolio pursuant to a master-feeder structure. Eaton Vance serves as principal underwriter and administrator for the Funds. BMR, a wholly-owned subsidiary of Eaton Vance Management, serves as investment adviser to the Portfolio and is registered under the Investment Advisers Act of 1940.

2. The Funds continuously offer their shares to the public at net asset value (''NAV''). The Funds do not redeem shares daily and there presently is no secondary market for their shares. Shareholders who wish to sell their shares depend on quarterly repurchase offers in which the Funds offer to repurchase shares at NAV (less any applicable early withdrawal charges). These repurchase offers are made pursuant to rule 23c–3 under the Act and an exemptive order.[1]

3. The Funds' shares currently are sold without a sales charge but are subject to maximum early withdrawal charges of 3% for Prime Rate shares and 1% for EV Classic shares.[2] EV Classic shares also are subject to an annual service fee of .15% of net assets, which is designed to meet the requirements of NASD Conduct Rule 2830(d) as if EV Classic was an open-end investment company.

4. Each Fund seeks to impose an annual distribution fee of .70% of net assets. Applicants represent that each Fund's distribution fee will comply with the requirements of NASD Conduct Rule 2830(d) as if each Fund was an open-end investment company.

5. While the Funds are paying distribution fees, BMR will waive .45% of its annual advisory fee from the Portfolio, and Eaton Vance Management will waive its annual administration fee of .25%. Applicants state that, as a result, the imposition of distribution fees will not increase the Funds' total operating expenses.

Applicants' Legal Analysis

1. Section 17(d) of the Act and rule 17d–1 under the Act, in relevant part, prohibit a principal underwriter for a registered investment company, acting as principal, from participating in any joint enterprise or arrangement in which the investment company is a participant, unless the SEC has issued an order authorizing the arrangement. In determining whether to grant such an order, the SEC considers whether the participation of the investment company in the proposed joint arrangement is consistent with the provisions, policies, and purposes of the Act and the extent to which such participation is on a basis different from or less advantageous than that of any other participant in the arrangement.

2. Rule 17d–3 under the Act provides an exemption from section 17(d) and rule 17d–1 to the extent necessary to permit open-end investment companies to enter into distribution arrangements pursuant to rule 12b–1.

3. Applicants request an order under section 17(d) and rule 17d–1 to permit Prime Rate and EV Classic to impose asset-based distribution fees. Applicants have agreed to comply with rules 12b–1 and 17d–3 as if Prime Rate and EV Classic were open-end investment companies. Applicants accordingly submit that the Funds' participation in the proposed distribution plans will satisfy the standards set forth in rule 17d–1.

Applicants' Condition

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

Applicants will comply with rules 12b–1 and 17d–3 under the Act and with NASD Conduct Rule 2830(d), as amended from time to time, as if those rules applied to closed-end investment companies.

[1] *See Eaton Vance Management*, Investment Company Act Rel. Nos. 22670 (May 19, 1997) (notice) and 22709 (June 16, 1997) (order).

[2] *Id.*

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 99–9008 Filed 4–9–99; 8:45 am]

BILLING CODE 8010–01–M

SECURITIES AND EXCHANGE COMMISSION

[Release No. 35–26997]

Filings Under the Public Utility Holding Company Act of 1935, as amended (''Act'')

April 2, 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 applications(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 Office 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 April 27, 1999, to the Secretary, Securities and Exchange Commission, Washington, D.C. 20549–0609, and serve a copy on the relevant applicant(s) and/or declarants(s) at the address(es) specified below. Proof of service (by affidavit or, in case of any attorney at law, by certificate) should be filed with the request. Any request for hearing should identify specifically the issues of fact 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 April 27, 1999, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

GPU, Inc., et al. (70–7926)

GPU, Inc. (''GPU''), 300 Madison Avenue, Morristown, New Jersey 07962, a registered holding company, and its electric public utility subsidiaries, Jersey Central Power & Light Company, Metropolitan Edison Company (''Met-Ed''), and Pennsylvania Electric Company (''Penelec'') (collectively, ''GPU Subsidiaries'' or together with GPU, ''Applicants''), each of 2800 Pottsville Pike, Reading, Pennsylvania 19640 have filed a post-effective amendment under sections 6(a), 7, 32 and 33 of the Act and rules 53 and 54 under the Act.

By orders dated July 17, 1996 (HCAR No. 26544) and December 22, 1997 (HCAR No. 26801) (''December Order'') (collectively ''Orders''), the Commission, among other things, authorized the GPU Subsidiaries, from time to time through December 31, 2000, to issue, sell and renew unsecured promissory notes in amounts up to the limitations on short-term indebtedness contained in the GPU Subsidiaries' respective charters. GPU was authorized to issue, sell and renew unsecured short-term notes in amounts up to $250 million.

The December Order limited the amount of short-term indebtedness which Met-Ed and Penelec could have outstanding to the maximum amounts permitted by their respective charters. At the time the Orders were issued, the Met-Ed and Penelec charters, among other things, restricted the amount of unsecured debt that they could have outstanding without the consent of a majority of the preferred shareholders so long as preferred shares were outstanding. On February 19, 1999, Met-Ed and Penelec redeemed all of their remaining shares of cumulative preferred stock outstanding ($11.95 million and $16.55 million aggregate stated value, respectively). The Applicants state that as the preferred stock has been redeemed and is no longer outstanding, the associated limitations contained in the GPU Subsidiaries' charters on the issuance of unsecured debt are no longer applicable to Met-Ed and Penelec.

Applicants now seek authorization, through December 31, 2000, to: permit Met-Ed and Penelec to each issue and sell up to $150 million in short-term indebtedness from time to time. Applicants also propose, through December 31, 2003, to: (1) extend the period during which the GPU Subsidiaries may issue unsecured promissory notes under credit agreements or in the form of short-term indebtedness; (2) permit GPU to issue and sell commercial paper in amounts up to $100 million; and (3) extend GUP's authority to issue and sell short-term notes in amounts up to $250 million, under the terms and conditions of the Orders.

Cinergy Corp., et al. (70–9449)

Cinergy Corp., a registered holding company (''Cinergy''),[1] 139 East Fourth Street, Cincinnati, Ohio 45202, has filed a declaration under sections 12(b) and 13(b) of the Act and rules 45, 54, 80, 81, 86, 87, 89, 90, and 91 under the Act.

Cinergy requests authorization for its domestic nonutility subsidiaries to enter into service agreements with Cinergy's utility subsidiaries under which the nonutility subsidiaries may provide a range of services to the utility affiliates, and vice versa,[2] priced at ''cost'' as determined under rule 91 of the Act. Cinergy requests authorization for each of its domestic nonutility subsidiaries, including those formed after the date of the requested authorization, but excluding ''foreign utility companies'' [3] and ''exempt telecommunications companies'' [4] (each, a ''Nonutility Company'') to enter into a separate but substantially similar contract (''Service Agreement'') with each of Cinergy's utility subsidiaries.

CG&E, an Ohio electric and gas utility company, and PSI, an Indiana electric and gas utility company, are Cinergy's two principal utility subsidiaries. CG&E is subject to state utility regulation by the Public Utilities Commission of Ohio (''Ohio Commission'') and PSI is subject to state utility regulation by the Indiana Utility Regulatory Commission (''Indiana Commission''). Under provisions regarding affiliate contracts contained in settlement agreements dating from Cinergy's acquisition of CG&E and PSI in 1994,[5] CG&E and PSI submitted identical proposed forms of Service Agreements to the Ohio Commission and the Indiana Commission staff in August 1998 for their review prior to review by the

[1] Cinergy has two direct, wholly owned domestic retail public utility companies—The Cincinnati Gas & Electric Company (''CG&E'') and PSI Energy, Inc. (''PSI''). CG&E has four direct, wholly owned domestic retail public utility companies—The Union Light, Heat and Power Company (''ULH&P''), Lawrenceburg Gas Company (''Lawrenceburg''), The West Harrison Gas and Electric Company (''West Harrison'') and Miami Power Corporation (''Miami Power''). Through these subsidiaries, Cinergy provides retail electric service in north central, central and southern Indiana and retail electric and gas service in the southwestern portion of Ohio and adjacent areas of Indiana and Kentucky.

[2] Services rendered under the proposed service agreements by the utility subsidiaries to the nonutility affiliates are exempt from prior Commission approval by virtue of rule 87(b)(1) under the Act. Accordingly, Cinergy does not seek Commission authorization for those service transactions, which are an integral aspect of the proposed contracts.

[3] Foreign utility company (''FUCO'') is defined in section 33 of the Act.

[4] Exempt telecommunications company (''ETC'') is defined in section 34 of the Act.

[5] These merger-related settlement agreements with the Ohio Commission and the Indiana Commission (and other interested parties), as well as conditions agreed to by Cinergy in connection with related merger proceedings before the Kentucky Public Service Commission, were noted by the Commission in its order approving the acquisition of CG&E and PSI by Cinergy and related transactions. *See* HCAR No. 26146 (October 21, 1994).