

The Board of Directors ("Board") of the Issuer unanimously approved a resolution on December 16, 2002 to withdraw the Issuer's Security from listing on the Amex. The Board took such action in order to maximize shareholder value with respect to the proposed asset sale transactions and in light of the significant costs associated with continued listing and registration on the Amex. In addition, the Issuer states that over the past several months there have been fewer than 300 shareholders of record in the Security. The Issuer represents that the Security is currently quoted on the Pink Sheets.

The Issuer's application relates solely to the withdrawal of the Securities from listing on the Amex and from registration under section 12(b) of the Act<sup>3</sup> shall not affect its obligation to be registered under section 12(g) of the Act.<sup>4</sup>

Any interested person may, on or before February 3, 2003, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609, facts bearing upon whether the application has been made in accordance with the rules of the Amex and what terms, if any, should be imposed by the Commission for the protection of investors. The Commission, based on 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.<sup>5</sup>

**Jonathan G. Katz,**  
Secretary.

[FR Doc. 03-955 Filed 1-15-03; 8:45 am]

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-27637]

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

January 10, 2003.

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 February 4, 2003, to the Secretary, Securities and Exchange Commission, Washington, DC 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 February 4, 2003, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

#### TXU US Holdings Company (70-10046)

TXU US Holdings Company ("TXU Holdings"), located at Energy Plaza, 1601 Bryan Street, Dallas, Texas 75201-3411, has filed an application under section 3(a)(1) of the Act, for an order exempting TXU Holdings and its subsidiary companies from regulation under all of the provisions of the Act, except section 9(a)(2).

TXU Holdings is a subsidiary of TXU Corp., an exempt holding company under section 3(a)(1) of the Act.<sup>1</sup> Prior to implementation of the restructuring plan that is described below ("Restructuring"), TXU Holdings (formerly, TXU Electric Company) ("TXU Electric"), was engaged in the generation, transmission, purchase and distribution of electric energy in the north-central, eastern and western parts of Texas. As of December 31, 2000, TXU Electric provided service to approximately 2.6 million customers in 92 counties and 370 incorporated municipalities, including the Dallas-Fort Worth area of Texas.

Prior to the Restructuring, TXU Corp. indirectly owned all of the issued and outstanding common stock of TXU SESCO Company ("TXU SESCO"), an electric utility company. As of December 31, 2000, TXU SESCO served approximately 43,000 customers in parts of ten counties in eastern and central Texas having a population estimated at 127,000. TXU Corp. also

owns all of the issued and outstanding common stock of TXU Gas Company, a gas utility company that serves approximately 1,438,024 industrial, commercial, residential and agricultural customers in the north-central, eastern and western parts of Texas.

As part of the Restructuring, all of the electric transmission and distribution facilities previously owned by TXU Electric and TXU SESCO were transferred on January 1, 2002, to a new company, TXU Electric Delivery Company, which was subsequently renamed Oncor Electric Delivery Company ("Oncor").<sup>2</sup> Oncor is a direct wholly-owned subsidiary of TXU Holdings (formerly TXU Electric) and an indirect wholly-owned subsidiary of TXU Corp. On December 31, 2001, TXU Electric also transferred all of its generating plants to six indirect subsidiaries of TXU Electric, each of which has been determined by the Federal Energy Regulatory Commission to be an exempt wholesale generator ("EWG"). Also as part of the Restructuring, TXU Corp. transferred to TXU Holdings the merchant energy trading operations previously conducted by subsidiaries of TXU Gas Company and other subsidiaries engaged in providing energy services, mining operations, and fuel procurement.

As part of the Restructuring: (1) TXU Electric transferred its electric transmission and distribution assets to Oncor on January 1, 2001, as a capital contribution, and Oncor assumed certain associated liabilities of TXU Electric; (2) TXU Electric transferred its electric generation assets to six new indirect subsidiaries on December 31, 2001, which, as indicated, are EWGs; (3) the electric transmission and distribution assets of TXU SESCO were acquired by Oncor on January 1, 2001, through a statutory merger of a subsidiary of TXU SESCO, to which such assets had been transferred, into Oncor; and (4) TXU Electric transferred other non-utility assets to various new subsidiaries.

As a result of the Restructuring, the record indicates that TXU Holdings no longer conducts any business operations of its own, but is a holding company only, with one direct public-utility subsidiary (Oncor), whose operations are wholly within the State of Texas,

<sup>2</sup> Oncor was incorporated (under the name TXU Electric Delivery Company) under Texas law on November 6, 2001 in order to facilitate the structural separation (unbundling) of TXU Electric's electric transmission and distribution assets from its electric generation assets in accordance with the requirements of electric utility restructuring legislation passed in Texas in 1999. See Texas Utilities Code, 39.051.

<sup>3</sup> 15 U.S.C. 78(b).

<sup>4</sup> 15 U.S.C. 78(g).

<sup>5</sup> 17 CFR 200.30-3(a)(1).

<sup>1</sup> See *TUC Holding Company, et al.* HCAR No. 26749 (Aug. 1, 1997).

and numerous direct and indirect non-utility subsidiaries, including EWGs. TXU Holdings asserts that the requirements for an exemption under section 3(a)(1) of the Act are met because TXU Holdings and Oncor, its only public-utility subsidiary, are both incorporated in Texas, the state in which Oncor conducts all of its public-utility operations.

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

**J. Lynn Taylor,**

*Assistant Secretary.*

[FR Doc. 03-912 Filed 1-15-03; 8:45 am]

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## SECURITIES AND EXCHANGE COMMISSION

[File No. 1-14127]

### Issuer Delisting; Notice of Application to Withdraw from Listing and Registration on the Chicago Stock Exchange, Inc. (United Financial Mortgage Corporation, Common Stock, no par value)

January 10, 2003.

United Financial Mortgage Corporation, an Illinois corporation ("Issuer"), has filed an application with the Securities and Exchange Commission ("Commission"), pursuant to section 12(d) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 12d2-2(d) thereunder,<sup>2</sup> to withdraw its Common Stock, no par value ("Security"), from listing and registration on the Chicago Stock Exchange, Inc. ("CHX" or "Exchange").

The Issuer states in its application that it has met the complied with the requirements of the CHX Article XXVIII, Rule 4, by complying with Exchange's rules governing an issuer's voluntary withdrawal of a security from listing and registration.

On October 15, 2002, the Board of Directors of the Issuer approved a resolution to withdraw the Company's Security from listing on the CHX. The Board states that the following reasons factored into its decision to withdraw the Security from listing and registration on the CHX: (i) The Issuer's Security began trading on the American Stock Exchange LLC ("Amex") on September 9, 2002, and (ii) the Issuer believes that listing on the Amex will provide greater visibility for its Security. The Issuer's application relates solely to the withdrawal of the Security from listing

and registration on the CHX and shall have no effect upon its continued listing and registration on the Amex under section 12(b) of the Act.<sup>3</sup>

Any interested person may, on or before February 3, 2003, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609, facts bearing upon whether the application has been made in accordance with the rules of the CHX and what terms, if any, should be imposed by the Commission for the protection of investors. The Commission, based on 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.<sup>4</sup>

**Jonathan G. Katz,**

*Secretary.*

[FR Doc. 03-954 Filed 1-15-03; 8:45 am]

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## SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 25886; 813-296]

### Evergreen Ventures LLC, et al.; Notice of Application

January 10, 2003.

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

**ACTION:** Notice of an application for an order under sections 6(b) and 6(e) of the Investment Company Act of 1940 (the "Act") granting an exemption from all provisions of the Act, except section 9, section 17 (other than certain provisions of paragraphs (a), (d), (f), (g) and (j)), section 30 (other than certain provisions of paragraphs (a), (b), (e), and (h)), sections 36 through 53, and the rules and regulations under the Act.

**SUMMARY:** Applicants request an order to exempt certain investment funds formed for the benefit of eligible current and former employees of Pillsbury Winthrop LLP and its affiliates from certain provisions of the Act. Each fund will be an "employees' securities company" as defined in section 2(a)(13) of the Act.

**APPLICANTS:** Evergreen Ventures LLC (the "Investment Fund") and Pillsbury Winthrop LLP (together with any entity that results from a reorganization of Pillsbury Winthrop LLP into a different

type of business organization or into an entity organized under the laws of another jurisdiction, the "Firm").

**DATES:** The application was filed on September 1, 2000, and amended on January 22, 2001, and January 9, 2003.

**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 February 4, 2003, 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 5th Street, NW., Washington, DC 20549-0609. Applicants, 50 Fremont Street, San Francisco, CA 94105.

**FOR FURTHER INFORMATION CONTACT:** Marilyn Mann, Senior Counsel, at (202) 942-0582, or Nadya B. Roytblat, Assistant Director, 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 5th Street, NW., Washington, DC 20549-0102 (tel. 202-942-8090).

### Applicants' Representations

1. The Firm is a law firm organized as a Delaware limited liability partnership. The Firm and its "affiliates," as defined in rule 12b-2 under the Securities Exchange Act of 1934 (the "Exchange Act"), are referred to collectively as the "Pillsbury Group" and individually as a "Pillsbury Entity." The Firm's equity owners are partners ("Partners").

2. The Investment Fund is a Delaware limited liability company established pursuant to a limited liability company agreement. The applicants may in the future offer additional pooled investment vehicles identical in all material respects to the Investment Fund, other than investment objectives and strategies (the "Subsequent Funds," and together with the Investment Fund, the "Funds"). The applicants anticipate

<sup>1</sup> 15 U.S.C. 781(d).

<sup>2</sup> 17 CFR 240.12d2-2(d).

<sup>3</sup> 15 U.S.C. 781(b).

<sup>4</sup> 17 CFR 200.30-3(a)(1).