

stock, \$.66⅔ par value ("Security"), from listing and registration on the American Stock Exchange LLC ("Amex" or "Exchange").

The Issuer represents that the Board of Directors ("Board") of the Issuer approved a resolution on July 28, 2004 to withdraw the Issuer's Security from listing on the Amex and to list the Security on Nasdaq National Market ("Nasdaq"). The Issuer states it would be in the best interest of the Issuer to list the Security solely on Nasdaq because Nasdaq should offer increased visibility and liquidity in worldwide financial markets, is perceived by many investors as the premier market for technology companies like the Issuer, and should provide improved and enhanced investor services for the Issuer's stockholders. In addition, the Issuer believes it is advisable and desirable to remove the listing of its Security on the Amex and to list the Security on Nasdaq. The Issuer states that it was scheduled to list its Security on the Nasdaq on October 6, 2004.

The Issuer stated in its application that it has met the requirements of Amex Rule 18 by complying with all applicable laws in the State of Massachusetts, in which it is incorporated, and with the Amex's rules governing an issuer's voluntary withdrawal of a security from listing and registration.

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> and 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 November 23, 2004, comment on the 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. All comment letters may be submitted by either of the following methods:

#### *Electronic Comments*

- Send an e-mail to *rule-comments@sec.gov*. Please include the File Number 1-06549 or;

#### *Paper Comments*

- Send paper comments in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549-0609.

All submissions should refer to File Number 1-06549. This file number should be included on the subject line if e-mail is used. To help us process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/delist.shtml>). Comments are also available for public inspection and copying in the Commission's Public Reference Room, 450 Fifth Street, NW., Washington, DC 20549. All comments received will be posted without change; we do not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>5</sup>

**Jonathan G. Katz,**  
Secretary.

[FR Doc. E4-3002 Filed 11-3-04; 8:45 am]

**BILLING CODE 8010-01-P**

## **SECURITIES AND EXCHANGE COMMISSION**

[Release No. IC-26646]

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

October 29, 2004.

The following is a notice of applications for deregistration under section 8(f) of the Investment Company Act of 1940 for the month of October, 2004. 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 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 November 19, 2004, 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 20549-0504.

### **The Legacy Funds, Inc. [File No. 811-9495]**

*Summary:* Applicant seeks an order declaring that it has ceased to be an investment company. On September 16, 2004, applicant made a liquidating distribution to its shareholders, based on net asset value. Expenses of approximately \$6,600 incurred in connection with the liquidation were paid by applicant and Ingalls & Snyder LLC, applicant's investment adviser.

*Filing Dates:* The application was filed on September 16, 2004, and amended on October 22, 2004.

*Applicant's Address:* 61 Broadway, New York, NY 10006.

### **Liberty Stein Roe Funds Trust [File No. 811-7997]**

*Summary:* Applicant seeks an order declaring that it has ceased to be an investment company. By May 7, 2003, all of the applicant's shareholders had redeemed their shares, based on net asset value. Applicant incurred no expenses in connection with the liquidation.

*Filing Dates:* The application was filed on June 30, 2004, and amended on October 22, 2004.

*Applicant's Address:* One Financial Center, Boston, MA 02111.

### **SAL Trust Preferred Fund I [File No. 811-9421]**

*Summary:* Applicant, a closed-end investment company, seeks an order declaring that it has ceased to be an investment company. On September 30, 2004, applicant made a liquidating distribution to its shareholders, based on net asset value. Applicant currently has 11 remaining shareholders, who hold their shares in certificated form. Continental Stock Transfer & Trust Company, applicant's paying and transfer agent, will distribute the assets to applicant's remaining shareholders upon receipt of a shareholder's share certificate. Any shareholder assets that remain unclaimed after the applicable holding period will escheat to the shareholder's state of residence. Expenses of approximately \$40,000 incurred in connection with the liquidation will be paid by the bank holding companies that had issued certain redeemable trust preferred securities held by applicant.

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

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

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

*Filing Dates:* The application was filed on October 1, 2004, and amended on October 20, 2004.

*Applicant's Address:* 800 Shades Creek Parkway, Suite 700, Birmingham, AL 35209.

**The Lutheran Brotherhood Family of Funds [File No. 811-1467]**

*Summary:* Applicant seeks an order declaring that it has ceased to be an investment company. On July 16, 2004, applicant transferred its assets to Thrivent Mutual Funds, based on net asset value. Expense of \$2,191,200 incurred in connection with the reorganization were paid by Thrivent Investment Management Inc., applicant's investment adviser.

*Filing Dates:* The application was filed on September 30, 2004, and amended on October 20, 2004.

*Applicant's Address:* 625 Fourth Ave. South, Minneapolis, MN 55415.

**Small-Cap Value Portfolio [File No. 811-9915]**

*Summary:* Applicant seeks an order declaring that it has ceased to be an investment company. On April 30, 2004, applicant made a liquidating distribution to its shareholders, based on net asset value. Applicant incurred no expenses in connection with the liquidation.

*Filing Dates:* The application was filed on September 30, 2004, and amended on October 20, 2004.

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

**SunAmerica Strategic Investment Series, Inc. [File No. 811-9169]**

*Summary:* Applicant seeks an order declaring that it has ceased to be an investment company. On February 20, 2004, two of applicant's seven series made a liquidating distribution to their shareholders, based on net asset value. On the same date, applicant's five remaining series were merged into the corresponding series of SunAmerica Focused Series, Inc. and SunAmerica Equity Funds, based on net asset value. Expenses of \$336,000 incurred in connection with the liquidation and reorganization were paid by AIG SunAmerica Asset Management Corp., applicant's investment adviser.

*Filing Dates:* The application was filed on September 21, 2004, and amended on October 20, 2004.

*Applicant's Address:* Harborside Financial Center, 3200 Plaza 5, Jersey City, NJ 07311.

**ANZ Exchangeable Preferred Trust [File No. 811-8865]**

**ANZ Exchangeable Preferred Trust II [File No. 811-9069]**

*Summary:* Each applicant, a closed-end investment company, seeks an order declaring that it has ceased to be an investment company. On December 12, 2003, each applicant made a final liquidating distribution to its shareholders, based on net asset value. Each applicant incurred \$5,000 in expenses in connection with its liquidation.

*Filing Date:* The applications were filed on October 4, 2004.

*Applicants' Address:* c/o The Bank of New York, 101 Barclay St., New York, NY 10286.

**Lened, Inc. [File No. 811-3273]**

*Summary:* Applicant, a closed-end investment company, seeks an order declaring that it has ceased to be an investment company. On September 27, 2004, applicant made a liquidating distribution to its shareholders, based on net asset value. Expenses of \$28,000 incurred in connection with the reorganization were paid by applicant.

*Filing Dates:* The application was filed on September 29, 2004, and amended on October 13, 2004.

*Applicant's Address:* 17 Academy St., Newark, NJ 07960.

**Galaxy Fund II [File No. 811-6051]**

*Summary:* Applicant seeks an order declaring that it has ceased to be an investment company. By December 9, 2002, each series of applicant had transferred its assets to a corresponding series of Liberty Funds Trust IV or Liberty Funds Trust V, based on net asset value. Expenses of \$108,500 incurred in connection with the reorganization were paid by Columbia Management Group, Inc., the parent company of applicant's investment adviser.

*Filing Dates:* The application was filed on July 29, 2004, and amended on October 8, 2004.

*Applicant's Address:* One Financial Center, Boston, MA 02111.

**The Watchdog Fund Trust [File No. 811-21366]**

*Summary:* Applicant seeks an order declaring that it has ceased to be an investment company. On September 14, 2004, applicant made a liquidating distribution to its shareholders, based on net asset value. Expenses of \$3,770 incurred in connection with the liquidation were paid by applicant's investment adviser, H Team Capital, LLC.

*Filing Date:* The application was filed on September 28, 2004.

*Applicant's Address:* 650 Fifth Ave., 6th Floor, New York, NY 10019.

**NAB Exchangeable Preferred Trust [File No. 811-8939]**

*Summary:* Applicant, a closed-end investment company, seeks an order declaring that it has ceased to be an investment company. On January 22, 2004, applicant made a final liquidating distribution to its shareholders, based on net asset value. Expenses of \$5,000 incurred in connection with the liquidation were paid by applicant.

*Filing Date:* The application was filed on September 30, 2004.

*Applicant's Address:* c/o The Bank of New York, 101 Barclay St., New York, NY 10286.

**Valgro Funds, Inc. [File No. 811-9635]**

*Summary:* Applicant seeks an order declaring that it has ceased to be an investment company. On September 30, 2004, applicant made a liquidating distribution to its shareholders, based on net asset value. Applicant incurred no expenses in connection with the liquidation.

*Filing Date:* The application was filed on September 30, 2004.

*Applicant's Address:* 377 Warren Dr., San Francisco, CA 94131-1033.

**Sentry Fund, Inc. [File No. 811-1861]**

*Summary:* Applicant seeks an order declaring that it has ceased to be an investment company. On August 2, 2004, applicant made a liquidating distribution to its shareholders, based on net asset value. Expenses of \$287,771 incurred in connection with the liquidation were paid by Sentry Investment Management, Inc., applicant's investment adviser. Applicant has retained \$9,800 in cash to pay its remaining liabilities.

*Filing Dates:* The application was filed on August 26, 2004, and amended on September 30, 2004.

*Applicant's Address:* 1800 North Point Rd., Stevens Point, WI 54481.

**AllianceBernstein Disciplined Growth Fund, Inc. [File No. 811-21065]**

**AllianceBernstein Dynamic Growth Fund, Inc. [File No. 811-21093]**

*Summary:* Each applicant seeks an order declaring that it has ceased to be an investment company. By June 19, 2004 and June 30, 2004, respectively, all shareholders of each applicant had voluntarily redeemed their shares at net asset value. Expenses of approximately \$1,750, incurred in connection with each liquidation were paid by Alliance

Capital Management L.P., investment adviser to each applicant.

*Filing Dates:* The applications were filed on August 20, 2004, and amended on September 24, 2004.

*Applicants' Address:* 1345 Avenue of the Americas, New York, NY 10105.

**Babson-Stewart Ivory International Fund, Inc. [File No. 811-5386]**

*Summary:* Applicant seeks an order declaring that it has ceased to be an investment company. On March 31, 2004, applicant made a liquidating distribution to its shareholders, based on net asset value. Expenses of \$33,571 incurred in connection with the liquidation were paid by applicant's investment adviser, Voyageur Asset Management Inc.

*Filing Dates:* The application was filed on June 24, 2004, and amended on September 28, 2004.

*Applicant's Address:* 100 South Fifth St., Suite 2300, Minneapolis, MN 55402.

**Pioneer Indo-Asia Fund [File No. 811-8468]**

*Summary:* Applicant seeks an order declaring that it has ceased to be an investment company. On September 28, 2001, applicant transferred its assets to Pioneer Emerging Markets Fund, based on net asset value. Expenses of \$98,592 incurred in connection with the reorganization were paid by Pioneer Investment Management, Inc., investment adviser to applicant and the acquiring fund.

*Filing Dates:* The application was filed on July 23, 2002, and amended on October 7, 2004.

*Applicant's Address:* 60 State St., Boston, MA 02109.

**Pioneer Global Value Fund [File No. 811-10425]**

*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 Dates:* The application was filed on June 12, 2003, and amended on September 29, 2004.

*Applicant's Address:* 60 State St., Boston, MA 02109.

**Separate Account VA G of Transamerica Occidental Life Insurance Company [File No. 811-10051]**

*Summary:* Applicant has decided to abandon its registration as an investment company and seeks an order declaring that it has ceased to be an investment company.

*Filing Date:* The application was filed on September 12, 2003.

*Applicant's Address:* 4333 Edgewood Road NE, Cedar Rapids, Iowa 52499-0001

**Separate Account VA H of Transamerica Occidental Life Insurance Company [File No. 811-10049]**

*Summary:* Applicant has decided to abandon its registration as an investment company and seeks an order declaring that it has ceased to be an investment company.

*Filing Date:* The application was filed on September 12, 2003.

*Applicant's Address:* 4333 Edgewood Road NE, Cedar Rapids, Iowa 52499-0001

**Anchor Pathway Fund [File No. 811-5157]**

*Summary:* Applicant seeks an order declaring that it has ceased to be an investment company. Applicant's board of directors approved the liquidation of the Applicant on June 15, 2004, and all of Applicant's assets were distributed in kind to its sole shareholder, Variable Separate Account of AIG SunAmerica Life Assurance Company on June 16, 2004. Any expenses incurred in connection with the liquidation were paid by AIG SunAmerica Life Assurance Company.

*Filing Date:* The application was filed on June 18, 2004, and amended on October 12, 2004.

*Applicant's Address:* 1 SunAmerica Center, Los Angeles, CA 90067-6022.

**Galaxy VIP Fund [File No. 811-06726]**

*Summary:* Applicant seeks an order declaring that it has ceased to be an investment company. On April 7 and April 14, 2003, in connection with a merger, Applicant made distributions to its shareholders based on net asset value, and pro rata based on share ownership. Liberty Variable Investment Trust and SteinRoe Variable Investment Trust are the names of the funds surviving the merger. Columbia Management Group, Inc., the parent company of Columbia Management Advisors, Inc., Galaxy VIP Fund's investment adviser, paid the expenses incurred in connection with the merger, in the amount of \$5800.

*Filing Dates:* The application was filed on August 3, 2004, and an amended application was filed on October 8, 2004.

*Applicant's Address:* One Financial Center, Boston, MA 02111.

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

**J. Lynn Taylor,**

*Assistant Secretary.*

[FR Doc. E4-3003 Filed 11-3-04; 8:45 am]

BILLING CODE 8010-01-P

**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 35-27905]

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

October 28, 2004.

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 November 22, 2004, 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 November 22, 2004, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

**AGL Resources, Inc. et al. (70-10243)**

AGL Resources Inc. ("AGL Resources"), a registered public utility holding company, AGL Resources' subsidiary service company, AGL Services Company ("AGL Services"), both of Ten Peachtree Place Suite 1000, Atlanta, GA 30309, AGL Resources' gas utility subsidiaries, Atlanta Gas Light Company ("AGLC"), Ten Peachtree Place Suite 1000, Atlanta, GA 30309, Chattanooga Gas Company ("CGC"), 6125 Preservation Drive Chattanooga, Tennessee 37416 and Virginia Natural