

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

Jonathan G. Katz,

Secretary.

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[File No. 1-12948]

Issuer Delisting; Notice of Application to Withdraw from Listing and Registration; (Grand Toys International, Inc., Common Stock, \$.001 Par Value, Redeemable Warrants Expiring May 1997)

June 29, 1995.

Grand Toys International, Inc. ("Company") has filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act") and Rule 12d2-2(d) promulgated thereunder, to withdraw the above specified securities ("Securities") from listing and registration on the Boston Stock Exchange, Inc. ("BSE").

The reasons alleged in the application for withdrawing the Securities from listing and registration include the following:

According to the Company, it is voluntarily delisting its Securities from listing on the BSE because these securities are listed on the Nasdaq SmallCap Market system, which the Company believes is suitable for its needs and, thus, will save the costs and expenses of BSE listing and avoid market fragmentation.

Any interested person may, on or before July 21, 1995 submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549, facts bearing upon whether the application has been made in accordance with the rules of the exchanges 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.

Jonathan G. Katz,

Secretary.

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[Release No. 35-26323]

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

June 30, 1995.

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 thereunder. 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 amendments thereto 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 July 18, 1995, to the Secretary, Securities and Exchange Commission, Washington, D.C. 20549, 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 case of an attorney at law, by certificate) should be filed with the request. Any request for hearing shall 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 said date, the applicant(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

UtiliCorp United, Inc. and Northern States Power Co. (31-910)

UtiliCorp United, Inc. ("UtiliCorp"), 911 Main Street, Kansas City, Missouri, 64105, a holding company exempt from registration under rule 10 promulgated under the Act, and Northern States Power Co. ("Northern"), 414 Nicollet Mall, Minneapolis, Minnesota, 55401, a holding company exempt from registration under section 3(a)(2) of the Act, have filed an application under section 3(b) of the Act and rule 10 thereunder for an order of exemption in connection with their contemplated acquisition of an interest in United Energy ("United"), an electric utility company organized under the laws of Australia.

UtiliCorp and Northern propose to participate in a consortium ("Consortium") that will prepare a bid to acquire 100% of the issued and outstanding stock of United. United is one of the five electric distribution

companies created, and currently owned, by the state of Victoria, Australia. Each of the five distribution companies created by the state of Victoria will be separately put up for sale, beginning with United in June 1995. The Consortium will be comprised of a special-purpose subsidiary ("Subsidiary"), 70% of which will be owned by UtiliCorp and 30% of which will be owned by NRG Energy, Inc. ("NRG"), a wholly owned subsidiary company of Northern, and two to five institutional investors from Australia. It is expected that, if the bid is accepted, UtiliCorp will indirectly acquire an equity interest in United of approximately 35% and Northern will indirectly acquire an equity interest in United of approximately 15%.

Neither UtiliCorp or any corporation owned or controlled by UtiliCorp, nor Northern or any corporation owned or controlled by Northern, is subject to regulation under the Act. United is not a public utility company operating in the United States and does not, and following the proposed acquisition will not, serve any customers in the United States. United does not derive any income from U.S. operations or sources within the United States.

UtiliCorp and Northern assert that, since the operations of United will be exclusively within Australia, its sales and revenues, and the regulation thereof, have little or no effect on the rates and business of electric sales and generation within the United States. Accordingly, UtiliCorp and Northern assert that regulation of United as a subsidiary of a holding company under the Act is not necessary for either the public interest or for the protection of investors, and therefore no regulatory purpose would be served by treating United as a subsidiary of a holding company.

UtiliCorp and Northern state that, as a special-purpose subsidiary to be formed for the primary purpose of acquiring an interest in United, the Subsidiary will derive no income from U.S. operations and will not be a public utility company operating in the United States. The Subsidiary will not engage in any business other than the acquisition of United and participation in the management and operations of United. Accordingly, regulation of the Subsidiary as a subsidiary of a holding company under the Act is not necessary for either the public interest or for the protection of investors.