

Dated: December 7, 1997.

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 98-233 Filed 1-5-98; 8:45 am]

BILLING CODE 8010-01-M

SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-26805]

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

December 29, 1997.

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 January 22, 1998, to the Secretary, Securities and Exchange Commission, Washington, DC 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 application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

National Fuel Gas Company (70-9149)

Notice of Proposal to Issue Common and Preferred Stock; Order Authorizing Solicitation of Proxies

National Fuel Gas Company ("NFG"), 10 Lafayette Square, Buffalo, New York 14201, a gas registered holding company, has filed a declaration under sections 6(a), 7 and 12(e) of the Public Utility Holding Company Act of 1935, as amended ("Act"), and rules 62 and 65 under the Act relating to proposed changes to its certificate of incorporation.

On December 11, 1997, the Board of Directors of NFG adopted resolutions to amend Article Fourth of NFG's Restated Certificate of Incorporation, as amended ("Certificate of Incorporation"), to: increase the number of authorized shares of common stock, \$1 par value ("Common Stock"), from 100,000,000 shares to 200,000,000 shares of Common Stock, eliminate NFG's existing 3,200,000 shares of authorized but unissued preferred stock, \$25 par value, and all related provisions in the Certificate of Incorporation¹ and authorize 10,000,000 shares, \$1 par value, of a new class of preferred stock ("New Preferred Stock"). NFG states that it has no present plans to issue New Preferred Stock or any material amount of additional shares of Common Stock.

NFG states that the New Preferred Stock will be issued in one or more series and with certain powers, designations, preferences and relative, participating, optional or other special rights and qualifications as the Board of Directors determines, in its discretion, without further action by the shareholders unless shareholder action is required by applicable law or stock exchange requirements. Issuances of New Preferred Stock will also be subject to then existing and applicable provisions of the Certificate of Incorporation.

NFG proposes to solicit proxies from its shareholders to approve amendments to NFG's Certificate of Incorporation required to effect these changes at the next annual shareholders meeting, scheduled for February 26, 1998. Accordingly, NFG requests that an order authorizing the solicitation of proxies be issued as soon as practicable under rule 62(d).

It appears to the Commission that NFG's declaration regarding the proposed solicitation of proxies should be permitted to become effective immediately.

It is ordered, under rule 62 under the Act, that the declaration regarding the proposed solicitation of proxies can become effective immediately, subject to the terms and conditions contained in rule 24 under the Act.

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

Margaret H. McFarland,

Deputy Secretary.

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¹ NFG represents that currently there are no outstanding shares of preferred stock.

SECURITIES AND EXCHANGE COMMISSION

[Release No. IC-22980]

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

December 30, 1997.

The following is a notice of applications for deregistration under section 8(f) of the Investment Company Act of 1940 for the month of December, 1997. A copy of each application may be obtained for a fee at the SEC's Public Reference Branch, 450 Fifth St., N.W., Washington, D.C. 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 January 26, 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, D.C. 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, D.C. 20549.

Lexington Tax Free Money Fund, Inc. [File No. 811-2714]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On September 8, 1997, applicant made a liquidating distribution to its shareholders at net asset value. Approximately \$4,900 in expenses incurred in connection with the liquidation were borne by applicant. In addition, applicant has retained \$10,791 to cover outstanding liabilities relating to accounting, printing and mailing expenses, and tax costs associated with the liquidation. Costs in excess of this amount will be borne by applicant's investment adviser.

Filing Dates: The application was filed on November 4, 1997.

Applicant's Address: Park 80 West Plaza Two, Saddle Brook, New Jersey 07663.