

15. Tax Allocation Agreement

Applicants request the Commission approve an agreement for the allocation of consolidated tax among Energy East and the Subsidiaries ("Tax Allocation Agreement"). Approval is necessary because the proposed Tax Allocation Agreement may provide for the retention by Energy East of certain payments for tax losses incurred, rather than allocate these losses to Subsidiaries without payment, as rule 45(c)(5) would otherwise require. Applicants state that Energy East or its finance subsidiary will create tax deductions chiefly in the form of deductions for interest expense on the Acquisition Debt that are non-recourse to the Subsidiaries.

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

Margaret H. McFarland,
Deputy Secretary.

[FR Doc. 00-12599 Filed 5-18-00; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Notice of Application To Withdraw From Listing and Registration; (Rogers Corporation, Capital Stock, \$1 Par Value, and Rights To Purchase Capital Stock, \$1 Par Value) File No. 1-04347

May 12, 2000.

Rogers Corporation ("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")¹ and Rule 12d2-2(d) thereunder,² to withdraw the securities described above ("Securities") from listing and registration on the Pacific Exchange, Inc. ("PCX").³

The Company is seeking to withdraw its Securities from listing and registration on the PCX in conjunction with the commencement of their trading on the New York Stock Exchange, Inc. ("NYSE"). The Company hopes that, with an NYSE listing, it will be able to realize a broader market base for its Securities than it has had through the PCX.

Subsequent to the filing of the Company's Registration Statements on

Form 8-A with the Commission, which became effective on April 6, 2000, trading in the Securities commenced on the NYSE at the opening of business on April 18, 2000. In making the determination to withdraw its Securities from listing and registration on the PCX in conjunction with the new listing and registration on the NYSE, the Company hopes to avoid both the costs associated with maintaining multiple listings and a potential fragmentation of the market for its Securities.

The Company has stated that it has complied with the rules of the PCX governing the withdrawal of its Securities, and that the PCX has in turn indicated that it will not oppose such withdrawal.

The Company's application relates solely to the withdrawal of the Securities from listing and registration on the PCX and shall have no effect upon the Securities' continued listing and registration on the NYSE. By reason of section 12(b) of the Act⁴ and the rules and regulations of the Commission thereunder, the Company shall continue to be obligated to file reports with the Commission under section 13 of the Act.⁵

Any interested person may, on or before June 5, 2000, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549-0609, facts bearing upon whether the application has been made in accordance with the rules of the PCX 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.⁶

Jonathan G. Katz,
Secretary.

[FR Doc. 00-12597 Filed 5-18-00; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 24453; 812-11980]

Lifetime Achievement Fund, Inc., et al.; Notice of Application

May 12, 2000.

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

ACTION: Notice of an application for an order under section 12(d)(1)(f) of the Investment Company Act of 1940 (the "Act") for an exemption from section 12(d)(1)(f)(ii) of the Act.

SUMMARY OF APPLICATION: Applicants request an order to permit a fund of funds relying on section 12(d)(1)(F) of the Act to charge a sales load in excess of 1½ percent.

APPLICANTS: Lifetime Achievement Fund, Inc. (the "Fund"), Manarin Investment Counsel, Ltd. (the "Adviser") and Manarin Securities Corporation (the "Distributor").

FILING DATES: The application was filed on February 17, 2000. Applicants have agreed to file an amendment during the notice period, the substance of which is reflected in this notice.

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 June 6, 2000, 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, Commission, 450 Fifth Street, N.W., Washington, D.C. 20549-0609; Applicants, c/o Charles H. Richter, Lifetime Achievement Fund, Inc., 11605 West Dodge Road, Omaha, NE 68154.

FOR FURTHER INFORMATION CONTACT: Deepak T. Pai, Senior Counsel, at (202) 942-0574 or George J. Zornada, 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

¹ 15 U.S.C. 78j(d).

² 17 CFR 240.12d2-2(d).

³ The Company previously filed an application with the Commission to withdraw its Securities from listing and registration on the American Stock Exchange LLC. The Commission has already solicited public comment on this prior application. See Securities Exchange Act Release No. 42744 (May 2, 2000), 65 FR 26646 (May 8, 2000).

⁴ 15 U.S.C. 78j(b).

⁵ 15 U.S.C. 78m.

⁶ 17 CFR 200.30-3(a)(1).