

("Holdings One"), National Grid (US) Investments ("US Investments"), all at 15 Marylebone Road, London, NW15JD, United Kingdom, National Grid (Ireland) 1 Limited ("Ireland 1"), and National Grid (Ireland) 2 Limited ("Ireland 2" and collectively, "Applicants"), both at 6 Avenue Pasteur L 2310, Luxembourg, all registered holding companies, have filed a post-effective amendment under section 5(d) of the Act to a previously filed application.

By order dated March 15, 2000, the Commission authorized Holdings One (formerly known as National Grid) to acquire all of the issued and outstanding common stock of the New England Electric System ("NEES"), a registered holding company. *See National Grid Group plc, et al*, Holding Co. Act Release No. 27154 (March 15, 2000) ("NEES Order"). Holdings One acquired NEES through several intermediate registered holding companies, including: U.S. Investments, Ireland 1, and Ireland 2. This corporate structure was designed to hold the National Grid's United States assets in a tax-efficient manner. To maintain tax efficiency, the Commission also authorized Holdings One to make non-material changes to its corporate structure.¹ *See NEES Order*.

By order dated January 16, 2002, the Commission authorized Holdings One and National Grid (formerly known as New National Grid Group plc) to acquire Niagara Mohawk Holdings, Inc. ("NiMo"). *See National Grid Group plc, et al*, Holding Co. Act Release No. 27490 (January 16, 2002) ("NiMo Order"). In the NiMo Order, the Commission also authorized Holdings One to become a direct subsidiary of National Grid and the direct parent of National Grid Holdings, Ltd., a foreign utility company ("FUCO") within the meaning of section 33 of the Act. In the application underlying the NiMo Order, it was represented that Holdings One would deregister, as proposed by the application, and claim FUCO status.

Prior to the acquisition of NiMo, under the authority granted by the NEES Order, Holdings One restructured its intermediate registered holding company subsidiaries. Specifically, U.S. Investments, Ireland 1, and Ireland 2 (collectively, "Former Intermediate Holding Companies") were removed as

intermediate holding companies.² They are now direct or indirect subsidiaries of National Grid Holdings Limited.³

Applicants state that, as a result of the transactions described above, Holdings One and the Former Intermediate Holding Companies no longer, directly or indirectly, own, control, or hold the power to vote ten percent or more of the outstanding voting securities of any public-utility company or holding company. Correspondingly, Applicants request that the Commission declare that Holdings One and the Former Intermediate Holding Companies are no longer public-utility holding companies.

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

Margaret H. McFarland,

Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. IC -25991; File No. 812-12880]

The Prudential Insurance Company of America, et al.; Notice of Application

April 4, 2003.

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

ACTION: Notice of Application for an order pursuant to section 11(a) of the Investment Company Act of 1940 (the "Act") approving the terms of certain offers of exchange, and for an order under section 6(c) of the Act granting exemptions from the provisions of sections 2(a)(32), 22(c) and 27(i)(2)(A) of the Act and rule 22c-1 thereunder to permit the recapture of certain bonus credits.

SUMMARY OF APPLICATION: Applicants seek an order approving the terms of a proposed offer of exchange of the "Discovery Plus", "Variable Investment Plan" and "Qualified Variable Investment Plan" individual variable annuity contracts (the "Old Contracts") for a version of the Strategic Partners Annuity One individual variable annuity (the "New Contracts") to be offered by Pruco Life Insurance

Company and Pruco Life Insurance Company of New Jersey. Applicants also seek an order approving the terms of a proposed exchange program under their Strategic Partners FlexElite variable annuity contract. In addition, Applicants seek an order to permit the recapture of any bonus credits granted with respect to purchase payments under the New Contracts (a) if the New Contract is cancelled during the applicable free-look period or (b) for credits granted within one year prior to death where the death benefit is equal to contract value.

Applicants: The Prudential Insurance Company of America ("Prudential Life"), the Prudential Individual Variable Contract Account and the Prudential Qualified Individual Variable Contract Account (each such Account, the "Old Prudential Account"); Pruco Life Insurance Company ("Pruco Life"); Pruco Life Flexible Premium Variable Annuity Account (the "New Pruco Life Account"); Pruco Life Insurance Company of New Jersey ("PLNJ," and collectively with Pruco Life and Prudential Life, the "Insurance Companies"); Pruco Life of New Jersey Flexible Premium Variable Annuity Account (the "New PLNJ Account," and collectively with the Old Pruco Life Accounts and the New Pruco Life Account, the "Accounts"); and Prudential Investment Management Services LLC ("PIMS," and collectively with the Insurance Companies and the Accounts, "Applicants").

Filing Date: The application was filed on September 9, 2002, and amended and restated on April 3, 2003.

Hearing or Notification of Hearing: An order granting the application will be issued unless the SEC orders a hearing. Interested persons may request a hearing by writing to the SEC's Secretary and serving Applicants with a copy of the request, personally or by mail. Hearing requests should be received by the SEC by 5:30 p.m. on April 29, 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 requester's interest, the reason for the request, and the issues contested. Persons may request notification of a hearing by writing to the Secretary of the Commission.

ADDRESSES: Secretary, Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549-0609. Applicants: The Prudential Insurance Company of America, 213 Washington Street, Newark, NJ 07102.

¹ In the application underlying the NEES Order, it is stated that to maintain an efficient post-acquisition structure would require their quick response to changes in such areas as tax law and accounting rules and that it might be necessary to revise various organizational details of the intermediate registered holding companies.

² National Grid (US) Investments 4, National Grid U.S. Partner 1 Limited, National Grid U.S. Partner 2 Limited, and National Grid Holdings Inc. were added as new intermediate holding companies. National Grid (US) Holdings Limited and National Grid General Partnership were not changed in the restructuring, and remain intermediate registered holding companies.

³ Specifically, U.S. Investments and Ireland 1 are direct subsidiaries of National Grid Holdings Limited; Ireland 2 is a direct subsidiary of Ireland 1.