

and numerous direct and indirect non-utility subsidiaries, including EWGs. TXU Holdings asserts that the requirements for an exemption under section 3(a)(1) of the Act are met because TXU Holdings and Oncor, its only public-utility subsidiary, are both incorporated in Texas, the state in which Oncor conducts all of its public-utility operations.

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

**J. Lynn Taylor,**

*Assistant Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

[File No. 1-14127]

### Issuer Delisting; Notice of Application to Withdraw from Listing and Registration on the Chicago Stock Exchange, Inc. (United Financial Mortgage Corporation, Common Stock, no par value)

January 10, 2003.

United Financial Mortgage Corporation, an Illinois corporation ("Issuer"), has filed an application with the Securities and Exchange Commission ("Commission"), pursuant to section 12(d) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 12d2-2(d) thereunder,<sup>2</sup> to withdraw its Common Stock, no par value ("Security"), from listing and registration on the Chicago Stock Exchange, Inc. ("CHX" or "Exchange").

The Issuer states in its application that it has met the complied with the requirements of the CHX Article XXVIII, Rule 4, by complying with Exchange's rules governing an issuer's voluntary withdrawal of a security from listing and registration.

On October 15, 2002, the Board of Directors of the Issuer approved a resolution to withdraw the Company's Security from listing on the CHX. The Board states that the following reasons factored into its decision to withdraw the Security from listing and registration on the CHX: (i) The Issuer's Security began trading on the American Stock Exchange LLC ("Amex") on September 9, 2002, and (ii) the Issuer believes that listing on the Amex will provide greater visibility for its Security. The Issuer's application relates solely to the withdrawal of the Security from listing

and registration on the CHX and shall have no effect upon its continued listing and registration on the Amex under section 12(b) of the Act.<sup>3</sup>

Any interested person may, on or before February 3, 2003, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609, facts bearing upon whether the application has been made in accordance with the rules of the CHX 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.<sup>4</sup>

**Jonathan G. Katz,**

*Secretary.*

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BILLING CODE 8010-01-U

## SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 25886; 813-296]

### Evergreen Ventures LLC, et al.; Notice of Application

January 10, 2003.

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

**ACTION:** Notice of an application for an order under sections 6(b) and 6(e) of the Investment Company Act of 1940 (the "Act") granting an exemption from all provisions of the Act, except section 9, section 17 (other than certain provisions of paragraphs (a), (d), (f), (g) and (j)), section 30 (other than certain provisions of paragraphs (a), (b), (e), and (h)), sections 36 through 53, and the rules and regulations under the Act.

**SUMMARY:** Applicants request an order to exempt certain investment funds formed for the benefit of eligible current and former employees of Pillsbury Winthrop LLP and its affiliates from certain provisions of the Act. Each fund will be an "employees' securities company" as defined in section 2(a)(13) of the Act.

**APPLICANTS:** Evergreen Ventures LLC (the "Investment Fund") and Pillsbury Winthrop LLP (together with any entity that results from a reorganization of Pillsbury Winthrop LLP into a different

type of business organization or into an entity organized under the laws of another jurisdiction, the "Firm").

**DATES:** The application was filed on September 1, 2000, and amended on January 22, 2001, and January 9, 2003.

**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 February 4, 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 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, Securities and Exchange Commission, 450 5th Street, NW., Washington, DC 20549-0609. Applicants, 50 Fremont Street, San Francisco, CA 94105.

**FOR FURTHER INFORMATION CONTACT:** Marilyn Mann, Senior Counsel, at (202) 942-0582, or Nadya B. Roytblat, Assistant Director, 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 may be obtained for a fee at the Commission's Public Reference Branch, 450 5th Street, NW., Washington, DC 20549-0102 (tel. 202-942-8090).

### Applicants' Representations

1. The Firm is a law firm organized as a Delaware limited liability partnership. The Firm and its "affiliates," as defined in rule 12b-2 under the Securities Exchange Act of 1934 (the "Exchange Act"), are referred to collectively as the "Pillsbury Group" and individually as a "Pillsbury Entity." The Firm's equity owners are partners ("Partners").

2. The Investment Fund is a Delaware limited liability company established pursuant to a limited liability company agreement. The applicants may in the future offer additional pooled investment vehicles identical in all material respects to the Investment Fund, other than investment objectives and strategies (the "Subsequent Funds," and together with the Investment Fund, the "Funds"). The applicants anticipate

<sup>1</sup> 15 U.S.C. 781(d).

<sup>2</sup> 17 CFR 240.12d2-2(d).

<sup>3</sup> 15 U.S.C. 781(b).

<sup>4</sup> 17 CFR 200.30-3(a)(1).