

rule was that shareholders might be unable to distinguish between frequent distributions of capital gains and dividends from investment income. The Applicant states that the proposed Distribution Plan, including the fact that the distributions called for by the Distribution Plan will include returns of capital to the extent that the Applicant's net investment income and net realized capital gains are insufficient to meet the minimum percentage dividend, will be fully described in each of the Applicant's periodic reports to shareholders. The Applicant states that, in accordance with rule 19a-1 under the Act, a statement showing the source of the distribution would accompany each distribution (or the confirmation of the reinvestment thereof under the Applicant's dividend reinvestment plan). The Applicant states that the amount and source of each distribution received during the calendar year will be included with the Applicant's IRS Form 1099-DIV reports of distributions during the year, which will be sent to each shareholder who received distributions (including shareholders who have sold shares during the year). The Applicant states that this information also will be included in the Applicant's annual report to shareholders.

4. Another concern underlying section 19(b) and rule 19b-1 is that frequent capital gains distributions could facilitate improper distribution practices, including, in particular, the practice of urging an investor to purchase fund shares on the basis of an upcoming distribution ("selling the dividend"), where the dividend results in an immediate corresponding reduction in NAV and would be, in effect, a return of the investor's capital. Applicant submits that this concern does not apply to closed-end investment companies, such as the Applicant, which do not continuously distribute their shares. In addition, the Applicant states that any rights offering will be timed so that shares issuable upon exercise of the rights will be issued only in the 15-day period immediately following the record date for the declaration of a monthly dividend, or in the six-week period immediately following the record date of a quarterly dividend. Thus, the Applicant states that, in a rights offering, the abuse of selling the dividend could not occur as a matter of timing. Any rights offering also will comply with all relevant Commission and staff guidelines. In determining compliance with these guidelines, the Board will consider, among other things, the brokerage

commissions that would be paid in connection with the offering. Any offering by the Applicant of transferable rights will comply with any applicable National Association of Securities Dealers, Inc. rules regarding the fairness of compensation.

5. Section 6(c) of the Act provides that the Commission may exempt any person, security or transaction or class or classes of any persons, securities or transactions from any provision of the Act, or from any rule thereunder, if such exemption is necessary or appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act. For the reasons stated above, the Applicant believes that the requested relief satisfies this standard.

Applicant's Condition

The Applicant agrees that any order granting the requested relief shall terminate upon the effective date of a registration statement under the Securities Act of 1933 for any future public offering by the Applicant of its shares other than:

(i) a rights offering to holders of the Applicant's common stock, in which (a) shares are issued only within the 15-day period immediately following the record date of a monthly dividend, or within the six-week period following the record date of a quarterly dividend, (b) the prospectus for such rights offering makes it clear that shareholders exercising rights will not be entitled to receive such dividend, and (c) the Applicant has not engaged in more than one rights offering during any given calendar year; or

(ii) an offering in connection with a merger, consolidation, acquisition, spin-off or reorganization of the Applicant; unless the Applicant has received from the staff of the Commission written assurance that the order will remain in effect.

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

Margaret H. McFarland,

Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-27766]

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

November 20, 2003.

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 under the Act. 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 amendment(s) is/are available for public inspection through the Commission's Branch 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 December 15, 2003, to the Secretary, Securities and Exchange Commission, Washington, DC 20549-0609, 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 the case of an attorney at law, by certificate) should be filed with the request. Any request for hearing should identify specifically the issues of facts 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 December 15, 2003, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

KeySpan Corporation, et al. (70-10129)

KeySpan Corporation ("KeySpan"), a registered holding company and KeySpan's directly owned public utility subsidiaries The Brooklyn Union Gas Company d/b/a KeySpan Energy Delivery New York ("KEDNY"); KeySpan Gas East Corporation d/b/a KeySpan Energy Delivery Long Island ("KEDLI"); KeySpan Generation LLC ("KeySpan Generation"); and KeySpan's public utility subsidiaries indirectly owned through KeySpan New England LLC ("KeySpan New England"), Boston Gas Company d/b/a KeySpan Energy Delivery New England ("Boston Gas"), Essex Gas Company d/b/a KeySpan Energy Delivery New England ("Essex Gas"), Colonial Gas Company d/b/a KeySpan Energy Delivery New England ("Colonial Gas"), and EnergyNorth Natural Gas, Inc. d/b/a KeySpan Energy Delivery New England ("ENGI" and the