a Delaware partnership ("EnviroTech Partnership"). The interest to be acquired by Development will represent not more than 9.9% of the interests of all limited partners of the EnviroTech Partnership. The sole general partner of the EnviroTech Partnership ("General Partner") will be Advent International Limited Partnership, a Delaware limited partnership, of which Advent International Corporation ("AIC") is the general partner. AIC is a venture capital investment firm.

In addition, Southern proposes to provide the funds needed by Development in order to acquire the interests in the EnviroTech Partnership. Such funds will be advanced to Development as cash capital contributions as and when contributions by the limited partners are called by the General Partner in accordance with the terms of the partnership agreement.

A key objective of the EnviroTech Partnership is to make investments in companies (each a "Portfolio Company") that will contribute to the reduction, avoidance or sequestering of greenhouse gas emissions; help utilities and their customers handle waste byproducts more effectively or produce or manufacture goods or services more cost effectively; improve the efficiency of the production, storage, transmission, and delivery of energy; and provide investors with attractive opportunities relating to the evolving utility business climate which meet the above objectives.

In selecting suitable investments, the EnviroTech Partnership will focus on the following technology sectors, among others: Alternate and renewable energy technologies; environmental and waste treatment technologies and services; energy efficiency technologies, processes and services; electrotechnologies used in the reduction of medical waste; technologies and processes promoting alternative energy for transportation; and other technologies related to improving the generation, transmission and delivery of electricity.

The term of the EnviroTech Partnership is 10 years from the date of the partnership agreement, subject to extension for up to two years upon agreement of the General Partner and limited partners holding 66½ percent of the combined capital contributions of all limited partners. Subject to certain limitations set forth in the partnership agreement, the management, operation, and implementation of policy of the EnviroTech Partnership will be vested exclusively in the General Partner. Among other powers, the General Partner will have discretion to invest

the partnership's funds in accordance with investment guidelines. The investment guidelines may be amended or modified only upon the affirmative vote of limited partners representing at least 75% of the commitments of all limited partners.

Under the terms of the partnership agreement the General Partner will be paid an annual management fee equal to $2\frac{1}{2}$ percent of the total amount of the capital commitments of the partners through the first six years, thereafter declining by 1/4 of 1% on each anniversary to 1.5% commencing on the ninth anniversary date. In addition, the General Partner shall be entitled to reimbursement for all reasonable expenses incurred in the organization of the EnviroTech Partnership up to \$195,000, and for other third party expenses incurred on behalf of the EnviroTech Partnership.

All EnviroTech Partnership income and losses (including income and losses deemed to have been realized when securities are distributed in kind) will generally be allocated 80% to and among the limited partners and 20% to the General Partner. All cash distributions to the partners shall be made first to the limited partners until such time as the limited partners shall have received aggregate distributions equal to the aggregate of their respective capital contributions, and thereafter 20% to the General Partner and 80% to the limited partners. Distributions in kind of the securities of Portfolio Companies that are listed on or otherwise traded in a recognized overthe-counter or unlisted securities market may be made at the option of the General Partner.

The partnership agreement also provides that in the event it is likely that an investment by the EnviroTech Partnership would cause a limited partner ("Conflicted Partner") to violate, among other things, any law or regulation, under certain circumstances other limited partners (each, a "Purchasing Partner") may purchase from the Conflicted Partner a proportionate interest in such an investment by delivering to the Conflicted Partner a note in the principal amount of the Conflicted Partner's capital contributions attributable to the portion of such interest in the investment being purchased. Such note will be nonrecourse to the Purchasing Partner and will bear interest at a rate equal to 200 basis points over comparable U.S. Treasury obligations having a five year maturity, such interest and principal being payable only to the extent that the **Purchasing Partner receives**

distributions or payments attributable to the interest purchased.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 95–3282 Filed 2–8–95; 8:45 am] BILLING CODE 8010–01–M

[Release No. IC-20879; 812-9238]

Van Kampen Merritt Equity Opportunity Trust, Series 7, et al.; Notice of Application

February 3, 1995.

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

ACTION: Notice of application for exemption under the Investment Company Act of 1940 ("Act").

under sections 11(a) and 11(c).

APPLICANTS: Van Kampen Merritt Equity Opportunity Trust, Series 7 and Van Kampen Merritt, Inc. (the "Sponsor"). RELEVANT ACT SECTIONS: Order requested

SUMMARY OF APPLICATION: Van Kampen Merritt Equity Opportunity Trust, Series 7 and certain Subsequent Series (the "Rollover Trust") and the Sponsor seek an order permitting certain offers to exchange units of terminating series of the Rollover Trust for units of subsequently offered series of the Rollover Trust.

FILING DATES: The application was filed on September 22, 1994, and an amendment thereto was filed on January 25, 1995.

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 February 28, 1995, 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 reasons for the request, and the issues contested. Persons who wish to be notified of a hearing may request such notification by writing to the SEC's Secretary. ADDRESSES: Secretary, SEC, 450 Fifth Street, NW., Washington, DC 20549. Applicants: One Parkview Plaza,

FOR FURTHER INFORMATION CONTACT: H.R. Hallock, Jr., Special Counsel, at (202) 942–0564 or Barry D. Miller,

Oakrook Terrace, Illinois 60181.