

March 6, 1995, to the Secretary, Securities and Exchange Commission, Washington, D.C. 20549, 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 case of an attorney at law, by certificate) should be filed with the request. Any request for hearing shall identify specifically the issues of fact 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 said date, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

Allegheny Power System, Inc. (70-8553)

Allegheny Power System, Inc. ("APS"), 12 East 49th Street, New York, New York 10017, a registered holding company, has filed a declaration under sections 6(a) and 7 of the Act.

By prior Commission orders in this matter, dated August 5, 1977, April 29, 1980, June 23, 1983, June 19, 1984, March 17, 1987 and September 14, 1990 (HCAR Nos. 20131, 21542, 22985, 23333, 24344 and 25150), APS was authorized to issue and sell a total aggregate number of 12 million shares of its common stock ("Common"), par value \$2.50 per share, to its Dividend Reinvestment and Stock Purchase Plan ("Dividend Reinvestment Plan") and to its Employee Stock Ownership and Savings Plan ("ESOSP"). Pursuant to Commission order dated October 21, 1993 (HCAR No. 25911), authorizing a 2 for 1 stock split effective November 4, 1993, the aggregate number of shares of Common was increased to 24,000,000 shares of Common, par value \$1.25. As of December 30, 1994, APS has issued 18,294,149 and 4,654,343 shares of Common to the Dividend Reinvestment and ESOSP plans, respectively.

APS now proposes to issue up to 6,025,000 additional shares of its authorized and unissued Common, par value \$1.25 per share, as follows: five million shares under its Dividend Reinvestment Plan; one million shares under its ESOSP; and 25,000 shares under its new Restricted Stock Plan for Outside Directors ("Outside Directors Plan"), which has been approved by the Board of Directors and does not require shareholder approval.

The Common will be sold to the Dividend Reinvestment Plan at a price equal to the average of the daily high and low sales prices of APS Common as published in the Wall Street Journal Report of New York Stock Exchange Composite Transactions for the ten trading days prior to the dividend

payment date. The Common will be awarded yearly to the Outside Directors as part of their compensation, and will be subject to certain restrictions.

NCP Energy, Inc. (70-8561)

NCP Energy, Inc. ("NCP"), One Upper Pond Road, Parsippany, New Jersey 07054, a nonutility subsidiary of General Public Utilities Corporation ("GPU"), a registered holding company, has filed an application under sections 9(a) and 10 of the Act.

By order dated May 17, 1994 (HCAR No. 26053), Energy Initiatives, Inc. ("EII"), a nonutility subsidiary of GPU, was authorized to acquire from North Canadian Resources, Inc. ("NCRI") all of the common stock of North Carolina Power Incorporated (since renamed NCP). At the closing, the requisite third party consents ("Requisite Consents") to the acquisition of NCRI's interest in the Syracuse Cogeneration Project, which was held by NCRI's subsidiaries, Syracuse Investment, Inc. ("SII") and NCP Syracuse, Inc., had not been obtained. Consequently, SII and NCP Syracuse, Inc. were excluded from the acquisition pending receipt of the Requisite Consents. Pursuant to an amendment to the acquisition agreement and due to an inability to obtain the Requisite Consents, EII subsequently agreed to acquire from SII: (i) a 4.9% limited partnership interest in Syracuse Orange Partners, L.P. ("SOP"), a Delaware limited partnership holding an 89% limited partnership interest in Project Orange Associates, L.P., a Delaware limited partnership and the owner of the Syracuse Cogeneration Project; and (ii) the right to receive distributions ("Distributions") from the balance of SII's limited partner interest in SOP. NCRI has agreed to issue to NCP a promissory note ("Note") to evidence NCP's right to receive the Distributions.

NCP proposes to acquire the Note from NCRI. The Note has an initial principal balance of \$2,722,500 and is payable in installments with a final maturity of December 31, 2032. The Note bears interest at the rate of 10.6% per annum, compounding monthly to the extent not paid. Since the Note evidence NCP's right to receive Distributions, principal and interest are payable under the Note only if and to the extent that SII receives Distributions from SOP.

General Public Utilities Corporation (70-8569)

General Public Utilities Corporation ("GPU"), 100 Interpace Parkway, Parsippany, New Jersey 07054, a registered holding company, has filed a declaration under sections 6(a), 7 and

12(e) of the Act and rules 62 and 65 thereunder.

GPU proposes to amend its Articles of Incorporation to (1) increase the number of authorized shares of GPU common stock, \$2.50 par value, from 150,000,000 to 350,000,000 and (2) eliminate preemptive rights of GPU shareholders. GPU proposes to present these amendments for action by its shareholders at GPU's annual meeting of shareholders to be held on May 4, 1995, and seeks authorization to solicit proxies from shareholders in connection with this meeting.

GPU states that it has 115,214,219 shares of its common stock issued and outstanding at January 31, 1995, leaving 34,785,781 shares available for issuance. GPU proposes to increase the number of authorized but unissued shares to provide flexibility to issue additional common stock to finance subsidiaries' construction programs; to make cash capital contributions to its nonutility subsidiaries in connection with the development of and investment in qualifying facilities, exempt wholesale generators and foreign utility companies; to meet general corporate requirements, including requirements under GPU's dividend reinvestment plan and benefit plans; to effect a stock split or stock dividend if the board of directors deems it advisable in the future; and to engage in other transactions requiring the issuance of common stock. If the proposed amendment is adopted, issuances of the additional authorized shares of common stock will not require further shareholder approval (unless otherwise required by law, the Articles of Incorporation or applicable securities exchange requirements), but issuances of additional common stock will be subject to the approval of the Commission under the Act.

GPU also proposes to eliminate a provision in its Articles of Incorporation that prohibits GPU from issuing a significant number of shares of additional common stock for cash except through a public offering without obtaining prior shareholder approval or first offering its shareholders the right to subscribe to purchase such additional shares. GPU states that these limited preemptive rights are no longer a significant benefit to shareholders and that elimination of these rights will give GPU greater flexibility to finance its capital requirements.

GPU proposes to submit the amendments for action at its annual meeting of shareholders to be held May 4, 1995, and to solicit proxies from shareholders in connection with the meeting. GPU states that adoption of