

Program Analyst, Roxanne Summers (telephone 301/415-7371) between 7:45 a.m. and 4:30 p.m. (EST). Persons planning to attend this meeting are urged to contact the above-named individual one to two working days prior to the meeting to be advised of any potential changes in the proposed agenda, etc., that may have occurred.

Dated: February 28, 1996.

John T. Larkins,

Executive Director, ACRS/ACNW.

[FR Doc. 96-5207 Filed 3-5-96; 8:45 am]

BILLING CODE 7590-01-P

OVERSEAS PRIVATE INVESTMENT CORPORATION

Board of Directors; Sunshine Act Meeting

TIME AND DATE: Tuesday, March 12, 1996, 1:00 p.m. (OPEN Portion); 1:30 p.m. (CLOSED Portion)

PLACE: Offices of the Corporation, Twelfth Floor Board Room, 1100 New York Avenue, N.W., Washington, D.C.

STATUS: Meeting OPEN to the Public from 1:00 p.m. to 1:30 p.m.; Closed portion will commence at 1:30 p.m. (approx.)

MATTERS TO BE CONSIDERED:

1. President's Report
2. New Appointment
3. Approval of December 12, 1995 Minutes (Open Portion)
4. Meeting schedule through March, 1997

FURTHER MATTERS TO BE CONSIDERED: (Closed to the Public 1:30 p.m.)

1. Finance Project in Brazil
2. Insurance Project in Colombia
3. Finance Project in Argentina
4. Insurance Project in Brazil
5. Finance Project in Paraguay
6. Insurance Project in Morocco
7. Global Investment Fund
8. Investment Fund in South Asia
9. Investment Fund in Latin America
10. Investment Fund amendment in the NIS and Baltic States
11. Pending Major Projects
12. Approval of December 12, 1996 Minutes (Closed Portion)

CONTACT PERSON FOR INFORMATION:

Information on the meeting may be obtained from Connie M. Downs at (202) 336-8438.

Connie M. Downs,

OPIC Corporate Secretary.

[FR Doc. 96-5422 Filed 3-4-96; 2:07 pm]

BILLING CODE 3210-01-M

SECURITIES AND EXCHANGE COMMISSION

[Rel. No. IC-21791; 811-3961]

John Hancock Capital Growth Fund; Notice of Application

February 28, 1996.

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

ACTION: Notice of Application for Deregistration under the Investment Company Act of 1940 (the "Act").

APPLICANT: John Hancock Capital Growth Fund.

RELEVANT ACT SECTION: Section 8(f).

SUMMARY OF APPLICATION: Applicant seeks an order declaring that it has ceased to be an investment company.

FILING DATE: The application was filed on January 5, 1996 and amended on February 26, 1996.

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 applicant with a copy of the request, personally or by mail. Hearing requests should be received by the SEC by 5:30 p.m. on March 25, 1996, and should be accompanied by proof of service on applicant, 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 may request notification of a hearing by writing to the SEC's Secretary.

ADDRESSES: Secretary, SEC, 450 5th Street, N.W., Washington, D.C. 20549. Applicant, 101 Huntington Avenue, Boston, Massachusetts 02199-7603.

FOR FURTHER INFORMATION CONTACT: Deepak T. Pai, Staff Attorney, at (202) 942-0574, or Alison E. Baur, Branch Chief, 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 SEC's Public Reference Branch.

Applicant's Representations

1. Applicant is an open-end management investment company. On February 3, 1984, applicant filed a registration statement under the name Criterion Technology Fund, Inc., a Texas corporation, pursuant to section 8(b) of the Act. Applicant reorganized as a Massachusetts business trust on

December 17, 1984, and registered an indefinite number of shares under the Securities Act of 1933 on December 31, 1984. The registration statement was declared effective on September 26, 1985, and applicant's initial public offering commenced thereafter. Applicant underwent several name changes, and as of December 22, 1994, was known as the Transamerica Capital Growth Fund. On December 22, 1994, The Berkeley Financial Group, a John Hancock subsidiary, acquired the Transamerica group of funds and applicant became known as the John Hancock Capital Growth Fund.

2. On May 16, 1995, applicant's Board of Trustees ("Trustees"), including a majority of Trustees who were not interested persons of applicant, approved an agreement and plan of reorganization (the "Agreement"), and recommended that applicant's shareholders approve the Agreement. Under the Agreement, applicant would transfer all of its assets and liabilities to John Hancock Growth Fund ("Growth Fund"), a portfolio of John Hancock Capital Series, for shares of Growth Fund. Pursuant to rule 17a-8 of the Act, applicant's Trustees found that participation in the reorganization was in the best interest of applicant and that the interests of applicant's existing shareholders would not be diluted.¹ Proxy materials were filed with the SEC and were distributed to shareholders on July 21, 1995. A meeting held on September 8, 1995, applicant's shareholders approved the Agreement.

3. Pursuant to the Agreement, on September 15, 1995, applicant transferred all of its assets and liabilities to Growth Fund in exchange for shares of Growth Fund. Immediately thereafter, applicant distributed the shares of Growth Fund to applicant's shareholders in complete liquidation. Upon completion of the reorganization, each shareholder of applicant owned shares of Growth Fund with the same net asset value as the shares of applicant owned by the shareholder immediately prior to the reorganization.

4. Applicant and Growth Fund each assumed its own expenses in connection with the reorganization. No brokerage commissions were incurred in connection with the reorganization.

¹ Although purchases and sales between affiliated persons generally are prohibited by section 17(a) of the Act, rule 17a-8 provides an exemption for certain purchases and sales among investment companies that are affiliated persons of one another solely by reason of having a common investment adviser, common directors, and/or common officers. Applicant and John Hancock Capital Series may be deemed to be affiliated persons of each other by reason of having a common investment adviser, common directors, and/or common officers.