

**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 35-27260]

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

October 24, 2000.

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 November 20, 2000, to the Secretary, Securities and Exchange Commission, Washington, D.C. 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 November 20, 2000, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

**GPU, Inc., et al. (70-7727)**

GPU, Inc. ("GPU"), a registered holding company located at 300 Madison Avenue, Morristown, New Jersey 07960, GPU International, Inc. ("GPU I"), a non-utility subsidiary of GPU, and its nonutility subsidiaries Elmwood Energy Corporation, Geddes II Corporation, Geddes Cogeneration Corporation, EI Selkirk, Inc., EI Canada Holding Limited, EI Services Canada Limited, EI Brooklyn Power Limited, NCP Energy, Inc., NCP Lake Power Inc., NCP Gem, Inc., Lake Investment, L.P., NCP Pasco, Inc., NCP Dade Power, Inc., Dade Investment, L.P., NCP Houston Power, Inc., NCP Perry Inc., NCP New York Inc., GPU Generation Services—Pasco, Inc., GPU Generation Services—Lake, Inc., GPU I Lake Holdings, Inc., EI Fuels Corporation, EI Services, Inc., NCP Ada Power, Inc., NCP Commerce Power, Inc., Umatilla Groves, Inc., NCP

Brooklyn Power, Inc., Armstrong Energy Corporation, GPU Power, Inc., Guaracachi America, Inc., EI Barranquilla, Inc., Barranquilla Lease Holdings, Inc., EI International, Los Amigos Leasing Company, Ltd., GPU I Colombia, Ltda., International Power Advisors, Inc., Hanover Energy Corporation, Austin Cogeneration Corporation, Austin Cogeneration Partners, L.P., GPU Power Philippines, GPU International Asia, Inc., GPU Power Ireland, Inc., EI Brooklyn Investments Limited, and GPU Mississippi Energy, Inc., all located at One Upper Pond Road, Parsippany, New Jersey 07054, have filed a post-effective amendment under sections 6(a), 7, 12(b), 32, and 33 of the Act and rule 45(a) under the Act to a previously filed application-declaration.

By orders dated November 16, 1995 (HCAR No. 26409), June 14, 1995 (HCAR No. 26307), December 28, 1994 (HCAR 26205), September 12, 1994 (HCAR No. 26123), December 18, 1992 (HCAR No. 25715), and June 26, 1990 (HCAR No. 25108) (collectively, "Prior Orders"), GPU I is authorized to engage in preliminary project development and administrative activities ("Project Activities") for its investments in qualifying facilities, exempt wholesale generators ("EWGs"), and foreign utility companies ("FUCOs"). Under the terms of the Prior Orders, GPU is authorized to provide guarantees and other forms of credit support in connection with the obligations of GPU I or its subsidiaries, guarantee the securities and other obligations of EWGs and FUCOs, and assume the liabilities of these entities (collectively, "GPU Authority"). The GPU Authority is for an aggregate amount of up to \$500 million.

By order dated December 22, 1997 (HCAR No. 26802) ("1997 Order"), GPU I is authorized to provide guarantees and assume liabilities of EWGs and FUCOs (collectively, "GPU I Authority") in an aggregate amount of up to \$150 million ("GPU I Limit"). In addition, GPU I subsidiaries that are not EWGs or FUCOs are authorized, under the terms of the 1997 Order, to guarantee obligations of their direct or indirect subsidiaries ("GPU I Subsidiaries' Authority"). The GPU I Authority and the GPU I Subsidiaries' Authority are for guarantees and other credit support arrangements not exempt under rules 45 and 52 under the Act, and the GPU I Subsidiaries' Authority is subject to the GPU I Limit.

The GPU Authority, GPU I Authority, and GPU I Subsidiaries' Authority (collectively, "Previous Authorizations") expire on December 31, 2000. Applicants request that the

Commission extend the duration of the Previous Authorizations through June 30, 2004.

**American Electric Power Co., et al. (70-8205)**

American Electric Power Company, Inc. ("AEP"), a registered holding company, Central and South West Corporation ("CSW"), a registered holding company that is a wholly owned subsidiary of AEP, and CSW Energy, Inc. ("CSW Energy"), a wholly owned non-utility subsidiary of CSW, all located at 1 Riverside Plaza, Columbus, Ohio 43215, have filed a post-effective amendment to their application under section 12(b) of the Act and rule 45(a) under the Act.

By order dated November 28, 1995 (HCAR No. 26416), the Commission authorized CSW and CSW Energy to issue letters of credit, bid bonds or guarantees (collectively, "Guarantees") in connection with the development of qualifying cogeneration facilities, qualifying small power production facilities and independent power facilities ("Facilities"), including exempt wholesale generators as defined in section 32(e) of the Act, in an aggregate amount not to exceed \$75 million ("Guarantee Limit").

Applicants now request authority to issue Guarantees through March 31, 2006 in amounts that would not, in the aggregate, exceed the Guarantee Limit. Applicants state that this expanded authority is necessary to enable AEP, CSW, CSW Energy and other AEP subsidiaries to continue and to diversify the development program with respect to Facilities.

**GPU, Inc., et al. (70-8593)**

GPU, Inc. ("GPU"), a registered holding company, its nonutility subsidiaries GPU Service, Inc., GPU Capital, Inc., GPU Electric, Inc., Victoria Electric Holdings, Inc., EI UK Holdings, Inc., Avon Energy Partners Holdings, Inc., Avon Energy Partners plc, GPU Australia Holding, Inc., Austran Holdings, Inc., VicGas Holdings, Inc., GPU Argentina Holdings, Inc., GPU Argentina Services Ltd., GPU International Australia Pty Ltd., and GPU Brasil, Inc., all located at 300 Madison Avenue, Morristown, New Jersey 07960; GPU's public utility subsidiaries, Jersey Central Power & Light Company, Metropolitan Edison Company, and Pennsylvania Electric Company (collectively, "Applicants"), whose mailing address is P.O. Box 16001, Reading, Pennsylvania 19640; and GPU International, Inc., EI Services, Inc., Geddes II Corporation, Geddes Cogeneration Corporation, EI Selkirk,

Inc., El Canada Holding Limited, El Brooklyn Power Limited, El Services Canada Limited, NCP Houston Power, Inc., NCP Perry, Inc., GPU Power, Inc., Guaracachi America, Inc., El Barranquilla, Inc., Barranquilla Lease Holdings, Inc., El International, Los Amigos Leasing Company, Ltd., GPU Colombia, Ltda., International Power Advisors, Inc., Hanover Energy Corporation, Austin Cogeneration Corporation, Austin Cogeneration Partners, L.P., GPU Power Philippines, GPU International Asia, Inc., and GPU Power Ireland, Inc., all nonutility subsidiaries of GPU, all located at One Upper Pond Road, Parsippany, New Jersey 07960, have filed a post-effective amendment under sections 6(a), 7, 9(a), 10, 12, 32, and 33 of the Act and rules 43, 45, and 54 under the Act to a previously filed declaration-application.

GPU is currently authorized by order dated December 22, 1997 (HCAR No. 26800) ("Prior Order") to finance investments, through December 31, 2000 ("Authorization Period"), of up to 100% of its consolidated retained earnings in exempt wholesale generators and foreign utility companies (collectively, "Exempt Entities"),<sup>1</sup> and in other subsidiaries that are not Exempt Entities, but are exclusively engaged, directly or indirectly, in the business of owning and holding ownership interests in Exempt Entities and of engaging in related project development activities ("Project Parents").<sup>2</sup> The Commission also authorized Project Parents in the Prior Order to guarantee or assume liabilities with respect to securities issued by, or other obligations of, their direct or indirect subsidiaries through the Authorization Period,<sup>3</sup> to the extent these guarantees are not exempt under rules 45 and 52 under the Act, in an aggregate amount outstanding at any one time not to exceed \$1 billion.

Applicants seek to extend the Authorization Period to engage in these transactions until June 30, 2003.

<sup>1</sup> Investments in Exempt Entities may take the form of: guarantees of indebtedness or other obligations of Exempt Entities; assumptions of liability of Exempt Entities; and guarantees and letter of credit reimbursement agreements in support of equity contribution obligations or otherwise in connection with project development activities of Exempt Entities.

<sup>2</sup> Investments in Project Parents may take the form of cash capital contributions or open account advances; promissory notes; guarantees of the principal of or interest on promissory notes or other evidence of indebtedness or obligations of a Project Parent; undertakings to contribute equity to a Project Parent; and assumptions of a Project Parent's liability.

<sup>3</sup> These guarantees include support instruments or bank letter of credit reimbursement agreements or similar instruments or undertakings.

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

**Margaret H. McFarland,**

*Deputy Secretary.*

[FR Doc. 00-27859 Filed 10-30-00; 8:45 am]

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## SECURITIES AND EXCHANGE COMMISSION

### Sunshine Act Meeting

Notice is hereby given, pursuant to the provisions of the Government in the Sunshine Act, Pub. L. 94-409, that the Securities and Exchange Commission will hold the following meeting during the week of October 30, 2000.

A closed meeting will be held on Thursday, November 2, 2000 at 11 a.m.

Commissioners, Counsel to the Commissioners, the Secretary to the Commission, and recording secretaries will attend the closed meeting. Certain staff members who have an interest in the matters may also be present.

The General Counsel of the Commission, or his designee, has certified that, in his opinion, one or more of the exemptions set forth in 5 U.S.C. 552b(c)(4), (8), (9)(A) and (10) and 17 CFR 200.402(a)(4), (8), (9)(A) and (10), permit consideration for the scheduled matters at the closed meeting.

The subject matters of the closed meeting scheduled Thursday, November 2, 2000 will be:

- Institution and settlement of injunctive actions; and
- Institution and settlement of administrative proceedings of an enforcement nature

At times, changes in Commission priorities require alterations in the scheduling of meeting items. For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact:

The Office of the Secretary at (202) 942-7070.

Dated: October 25, 2000.

**Jonathan G. Katz,**

*Secretary.*

[FR Doc. 00-27987 Filed 10-27-00; 11:13 am]

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-43468; File No. SR-Amex-00-23]

### Self Regulatory Organizations; Notice of Filing of Proposed Rule Change by the American Stock Exchange LLC Relating to Member Firm Transactions With Exchange Employees

October 20, 2000.

Pursuant to section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),<sup>1</sup> and Rule 19B-4 thereunder,<sup>2</sup> notice is hereby given that on April 13, 2000, the American Stock Exchange LLC ("Amex" or "Exchange") filed with the Securities and Exchange Commission ("Commission or SEC") the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. On September 25, 2000, the Amex filed Amendment No. 1 to the proposal.<sup>3</sup> The Commission is publishing this notice to solicit comments on the proposed rule change, as amended, from interested persons.

#### I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change.

The Exchange is proposing to amend Amex rules relating to member firm transactions with Exchange employees. proposed new language is *italicized*, proposed deletions are in brackets.

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Rule 416. [Accounts of Employees of Exchange and Members]

#### *Member Employee Transactions with Another Member Organization*

No member or member organization shall open a cash or margin account or execute any transaction in securities or commodities in which an employee of [the Exchange or of any corporate subsidiary of the Exchange or of any] *another* is directly or indirectly interested without the prior written consent of the employer. Where such prior consent has been obtained, duplicate confirmations and account statements shall be sent to the employer. Commentary

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> Letter from Bruce Ferguson, Associate General Counsel, Legal & Regulatory policy, Amex, to Jack Drogin, Assistant Director, Division of Market Regulation, Commission, September 25, 2000 ("Amendment No. 1"). Amendment No. 1 made a revision to the text of Amex Rule 417(c) to remove a specific reference to the Code of Conduct of the National Association of Securities Dealers, Inc. ("NASD").