Investing Fund (by managing the assets of the Investing Funds invested in the Cash Management Funds), and each Cash Management Fund (by selling shares to and redeeming them from the Investing Funds) could be deemed to be participants in a joint enterprise or other joint arrangement within the meaning of section 17(d) of the Act and rule 17d–1 thereunder.

8. Rule 17d–1 permits the Commission to approve a proposed joint transaction covered by the terms of section 17(d) of the Act. In determining whether to approve a transaction, the Commission will consider whether the proposed transaction is consistent with the provisions, policies, and purposes of the Act, and the extent to which the participation is on a basis different from or less advantageous than that of other participants. Applicants submit that the proposed transactions meet these standards because the investments by the Investing Funds in shares of the Cash Management Funds will be on the same basis and will be indistinguishable from any other shareholder account maintained by the same class of the Cash Management Funds, and the transactions will be consistent with the Act.

Applicants' Conditions

Applicants agree that any order granting the requested relief shall be subject to the following conditions:

1. Shares of the Cash Management Funds sold to and redeemed by the Investing Funds will not be subject to a sales load, redemption fee, distribution fee adopted in accordance with rule 12b–1 under the Act, or service fee (as defined in rule 2830(b)(9) of the NASD Conduct Rules), or if such shares are subject to any such fee, the Adviser will waive its advisory fee for each Investing Fund in an amount that offsets the amount of such fees incurred by the Investing Fund.

2. Before the next meeting of the Board of the Investing Funds is held for purposes of voting on an advisory contract under section 15 of the Act, the Adviser to the Investing Funds will provide the Board with specific information regarding the approximate cost to the Adviser of, or portion of the advisory fee under the existing advisory contract attributable to, managing the Uninvested Cash of the Investing Fund that can be expected to be invested in the Cash Management Funds. Before approving any advisory contract for an Investing Fund, the Board of the Investing Fund, including a majority of the Independent Directors, shall consider to what extent, if any, the advisory fees charged to the Investing Fund by the Adviser should be reduced to account for reduced services provided to the Investing Fund by the Adviser as a result of Uninvested Cash being invested in the Cash Management Fund. The minute books of the Investing Fund will record fully the Board's considerations in approving the advisory contract, including the considerations referred to above.

3. Each of the Investing Funds will invest Uninvested Cash in, and hold share of, the Cash Management Funds only to the extent that the Investing Fund's aggregate investment of Uninvested Cash in the Cash Management Funds does not exceed 25 percent of the Investing Fund's total assets. For purposes of this limitation, each Investing Fund or series thereof will be treated as a separate investment company.

4. Investment of Cash Balances in shares of the Cash Management Funds will be in accordance with each Investing Fund's respective investment restrictions, if any, and will be consistent with each Investing Fund's policies as set forth in its prospectus and statement of additional information. No Investing Fund that relies on rule 2a–7 under the Act will invest in a Cash Management Fund that is not a Money Market Fund.

5. No Cash Management Fund shall acquire securities of any investment company in excess of the limits contained in section 12(d)(1)(A) of the Act.

6. Each Investing Fund and Cash Management Fund that may rely on the order shall be advised by the Adviser.

7. Before a Fund may participate in a Securities Lending Program, a majority of the Board, including a majority of the Independent Directors, will approve the Fund's participation in the Securities Lending Program. Such directors also will evaluate the securities lending arrangement and its results no less frequently than annually and determine that any investment of Cash Collateral in the Cash Management Funds is in the best interests of the shareholders of the Fund.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 02–2958 Filed 2–6–02; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

Sunshine Act Meeting

FEDERAL REGISTER CITATION OF PREVIOUS ANNOUNCEMENT: (67 FR 4297, January 29, 2002)

STATUS: Closed Meeting.

PLACE: 450 Fifth Street, NW., Washington, D.C.

DATE AND TIME OF PREVIOUSLY ANNOUNCED MEETING: Wednesday, February 6, 2002 at 10 a.m.

CHANGE IN THE MEETING: Cancellation of Meeting/Additional Meetings.

The closed meeting scheduled for Wednesday, February 6, 2002, has been cancelled, and rescheduled for Thursday, February 7, 2002, at 10 a.m. Additional closed meetings will be held on Tuesday, February 12, 2002 and Thursday, February 14, 2002, at 10:00 a.m.

Commissioners, Counsel to the Commissioners, the Secretary to the Commission, and recording secretaries will attend the closed meetings. 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)(3), (5), (7), (9)(B), and (10) and 17 CFR 200.402(a)(3) (5), (7), 9(ii) and (10), permit consideration of the scheduled matters at the closed meetings.

The subject matters of the closed meeting scheduled for Tuesday, February 12, 2002, will be:

Litigation matter;
Institution and settlement of injunctive actions;
Institution and settlement of administrative proceedings of an enforcement nature;
Formal orders of investigation; and adjudicatory matters.

The subject matters of the closed meeting scheduled for Thursday, February 14, 2002, will be:

Institution and settlement of injunctive actions;
Institution and settlement of administrative proceedings of an enforcement nature; and
Formal orders of investigation.

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: February 5, 2002.

Jonathan G. Katz,

Secretary.

[FR Doc. 02–3156 Filed 2–5–01; 4:13 pm]

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SECURITIES AND EXCHANGE COMMISSION

(Release No. 34–45373; File No. SR–Amex–2002–03)

Self-Regulatory Organizations; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change and Amendment No. 2 Thereto by the American Stock Exchange LLC Relating to an Extension of the Interim Intermarket Linkage Program

January 31, 2002.

Pursuant to section 19(b)(1) of the Securities Exchange Act of 1934 (''Act''),[1] and Rule 19b–4 thereunder,[2] notice is hereby given that on January 15, 2002, the American Stock Exchange LLC (''Amex'' or ''Exchange'') filed with the Securities and Exchange Commission the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Amex. The Exchange submitted Amendment No. 1 to the proposed rule change on January 18, 2002.[3] The Exchange submitted Amendment No. 2 to the proposed rule change on January 30, 2002.[4] The Exchange filed the proposed rule change pursuant to section 19(b)(3)(A) of the Act,[5] and Rule 19b-4(f)(6) thereunder,[6] which renders the proposal effective upon filing with the Commission. The Commission is publishing this notice to solicit comments on the proposed rule change, as amended, from interested persons.

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

[3] *See* letter to Nancy Sanow, Assistant Director, Division of Market Regulation (''Division''), Commission, from Jeffrey P. Burns, Assistant General Counsel, Amex, dated January 17, 2002 (''Amendment No. 1'').

[4] In Amendment No. 2, Amex clarified that it was filing the proposed rule change pursuant to Section 19(b)(3)(A) of the Act and Rule 19b–4(f)(6) thereunder, rather than Rule 19b–4(f)(3) as set forth in Amendment No. 1. *See* letter to Nancy Sanow, Assistant Director, Division, Commission, from Jeffrey P. Burns, Assistant General Counsel, Amex, dated January 29, 2002 (''Amendment No. 2''). Amendment No. 2 replaces Amendment No. 1 in full.

[5] 15 U.S.C. 78s(b)(3)(A).

[6] 17 CFR 240.19b–4(f)(6). The Amex requests that the Commission waive the 30-day operative delay. The Amex provided the Commission with notice of its intention to file this proposal on January 15, 2002.

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

The Amex proposes to extend until December 31, 2002 the pilot program providing for the implementation of ''interim linkages'' with the other option exchanges.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the Amex included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Amex has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The purpose of this proposed rule change is to request an extension of the ''interim'' intermarket options linkage.[7] Currently, the Exchange is operating the interim linkage on a pilot basis pursuant to Amex Rule 940. The interim linkage utilizes the Exchange's existing systems to facilitate the sending and receiving of order flow betweenAmex specialists and their counterparts on the other option exchanges as an interim step towards development of a permanent linkage in the options market.[8] The Exchange now proposes that the interim linkage remain in effect on a pilot basis until December 31, 2002.

The Commission previously approved, on an interim basis, options intermarket linkage plans for all options exchanges.[9] Although the options exchanges have made ''progress'' toward the implementation of a permanent linkage, significant work still exists in order for the linkage to be operational. Accordingly, the Amex believes that an extension of the interim linkage is necessary for the options exchanges to complete implementation of the permanent linkage.

The key component of the interim linkage is for the participating exchanges to open their automated customer execution systems, on a limited basis, to market maker orders. Specifically, market makers are able to designate certain orders as ''customer'' orders, and thereby receive automatic execution of those orders on participating exchanges.[10]

The interim linkage authorizes the Amex to implement bilateral or multilateral interim arrangements with the other exchange providing equal access between market makers on the respective exchanges. Currently, the interim linkage pilot program allows Amex specialists and their equivalents on the other exchanges, when holding customer orders, to send those orders to the other market for execution when the other market has a better quote. Such orders are limited in size to the lesser of the size of the two markets' automatic execution size for customer orders. The interim linkage may in the future be expanded to include limited access principal orders (*i.e.,* when the market maker is not holding a customer order), for orders of no more than 10 contracts.

Consistent with the interim linkage pilot program, all interim linkage orders must be ''immediate or cancel'' (*i.e.,* they cannot be placed on an exchange's limit order book), and a market maker may send a linkage order only when the other (receiving) market is displaying the national best bid or offer and the sending market is displaying an inferior price. This allows an Amex specialist to access the better price for its customer. If the interim linkage is expanded to include principal orders, such action would allow market makers to attempt to ''clear'' another market displaying a superior quote.

Specialist participation in the interim linkage is voluntary. Only when a specialist and its equivalent on another exchange believe that this form of mutual access would be advantageous will the exchanges employ the interim linkage procedures. The Amex believes that the interim linkage will benefit investors and will provide useful experience that will help the exchanges

[7] On May 7, 2001, the Commission issued a notice of filing and immediate effectiveness of a pilot program submitted by the Amex authorizing the implementation of an interim linkage. *See* Securities Exchange Act Release No. 44271 (May 7, 2001), 66 FR 26887 (May 15, 2001) (File No. SR-Amex-2001–20).

[8] The Commission approved the Plan for the Purpose of Creating and Operating an Intermarket Options Linkage in July 2000. *See* Securities Exchange Act Release No. 43086 (July 28, 2000), 65 FR 48023 (August 4, 2000).

[9] *See* Securities Exchange Act Release Nos. 43904 (January 30, 2001), 66 FR 9112 (February 6, 2001) (File Nos. SR-ISE–00–15 and SR-CBOE–00–58); 43986 (February 20, 2001), 66 FR 12578 (February 27, 2001) (File No. SR-PCX–2001–10); 44271 (May 7, 2001), 66 FR 26887 (May 15, 2001) (File No. SR-Amex-2001–20); and 44311 (May 16, 2001), 66 FR 28768 (May 24, 2001) (File No. SR-Phlx-2001–52).

[10] As with other orders that are executed under the automatic execution parameters of the Exchange, when a limit order constitutes the Exchange's best bid or offer, the specialist executes the incoming order against that order.