

in case of an attorney at law, by certificate) should be filed with the request. Any request for hearing should 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 January 26, 1999, the application(s), as filed or as amended, may be granted and/or permitted to become effective.

#### **Columbia Energy Group (70-9425)**

Columbia Energy Group ("Columbia"), a registered holding company, located at 13880 Dulles Corner Lane, Herndon, VA 20171-4600, has filed an application-declaration under section 6(a)(2), 7 and 12(e) of the Act, and rules 62 and 65 under the Act.

Columbia proposes to amend its Restated Certificate of Incorporation to: (1) increase the number of shares of common stock authorized to be issued from 100 million to 200 million; and (2) reduce the par value of its capital stock from \$10 to \$.01 per share ("Proposed Amendment"). Columbia has no immediate plans for the additional shares of the common stock. However, the increase in authorized shares may be used in connection with future stock splits in the form of stock dividends, acquisitions and other transactions, employee benefit plans and for other corporate purposes. The change in par value is intended to bring Columbia in line with the practice of other corporations, including registered holding companies, which already have so-called "penny" par stock. The reduction in par value would also mitigate the effect on Columbia's retained earnings account in the event that the company declared another stock split in the form of a stock dividend. The proposed reduction in par value would be affected by a reduction in the capital stock account and a corresponding increase in the additional paid in capital account and thus would have no impact on Columbia's capital structure.

The Proposed Amendment has been declared advisable by the Board of Directors of Columbia and its adoption requires the favorable vote of the holders of a majority of the outstanding shares of common stock of Columbia. Columbia plans to submit the Proposed Amendment for consideration and action by its shareholders and to solicit proxies from its shareholders.

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

**Margaret H. McFarland,**

*Deputy Secretary.*

[FR Doc. 99-293 Filed 1-6-99; 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 meetings during the week of January 11, 1999.

An open meeting will be held on Tuesday, January 12, 1999, at 10:00 a.m. A closed meeting will be held on Tuesday, January 12, 1999, following the 10:00 a.m. open meeting.

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)(i) and (10), permit consideration of the scheduled matters at the closed meeting.

Commissioner Johnson, as duty officer, voted to consider the items listed for the closed meeting in a closed session.

The subject matter of the open meeting scheduled for Tuesday, January 12, 1999, at 10:00 a.m., will be:

The Commission will hear oral argument in an appeal by Robert J. Sayegh from an administrative law judge's initial decision. For further information, contact Patricia Albrecht at (202) 942-0950.

The subject matter of the closed meeting scheduled for Tuesday, January 12, 1999, following the 10:00 a.m. open meeting, will be:

Post argument discussion.  
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: January 5, 1999.

**Jonathan G. Katz,**

*Secretary.*

[FR Doc. 99-409 Filed 1-5-99; 2:34 pm]

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## **SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34-40836; File No. SR-Amex-98-40]

### **Self-Regulatory Organizations; Notice of Filing and Order Granting Accelerated Approval of Proposed Rule Change and Amendment No. 1 Thereto by American Stock Exchange, LLC Relating to Mandatory Year 2000 Testing**

December 28, 1998.

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 October 14, 1998, as amended on December 21, 1998,<sup>3</sup> the American Stock Exchange LLC ("Amex" or "Exchange") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I and II below, which Items have been prepared by the Amex. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons and to approve the proposal and Amendment No. 1 thereto on an accelerated basis.

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

Amex proposes to adopt new Rule 430, Mandatory Participation in Year 2000 Testing, that would require member firms to participate in computer system testing designed to prepare for the Year 2000 and to file reports with the Amex.

The text of the proposed rule change is below. Proposed new language is italicized.

\* \* \* \* \*

#### **Rule 430**

##### ***Mandatory participation in Year 2000 Testing***

*Rule 430. Each member and member organization shall participate in industry testing of computer systems*

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

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

<sup>3</sup> See Letter from Geraldine M. Brindisi, Vice President and Corporate Secretary, Amex, to Michael Walinskas, Deputy Associate Director, Division of Market Regulation, Commission, dated December 18, 1998. The original filing was not noticed in the **Federal Register**.

designed to prepare for Year 2000, in a manner and frequency prescribed by the Exchange, and shall provide to the Exchange reports related to such testing as requested by the Exchange.

Each member and member organization that clears securities transactions on behalf of other broker-dealers must take reasonable measures to ensure that each broker-dealer for which it clears securities transactions conducts testing with such member and member organization.

#### Commentary

01. The Exchange may exempt a member or member organization from this requirement if that member or member organization cannot be accommodated in the testing schedule by the organization conducting the test or if the member or member organization does not employ computers in its business or for other good reasons.

02. A member or member organization that is subject to the rule and fails to participate in the tests or fails to file any required reports may be subject to disciplinary action pursuant to the Exchange's rules.

## 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 the Statutory Basis for, the Proposed Rule Change

#### (1) Purpose

The securities industry has been considering proper systems preparation in order to avoid potential computer problems associated with the approach of the Year 2000. The primary concern is that computer systems may incorrectly read the date "01/01/00" as being the Year 1900 or another incorrect date.

This concern has been addressed by the Exchange in stages, which have included assessment of the problem, implementation of corrective measures, internal testing, and "BETA" testing. The next stage involves industry-wide

testing of computer systems. Test participants are scheduled to include, among others, exchanges, registered clearing corporations and depositories, data processors and broker-dealers.

Testing by and among a broad range of securities industry participants will be of critical importance to ensure that the markets continue to operate efficiently after January 1, 2000. To facilitate testing on an integrated, industry-wide basis, the Securities Industry Association (SIA) has undertaken to coordinate these efforts. The first test is scheduled for March 6, 1999.

Rule 430 is proposed to specifically authorize the Exchange to require that members and member organizations participate in such industry testing of computer systems in a manner and frequency as may be prescribed by the Exchange. Among other things, this testing may include the industry-wide test being coordinated by the SIA, all prerequisite testing for the integrated industry-wide test, point-to-point testing and such other testing as the Exchange deems necessary and appropriate. Members and member organizations that clear securities transactions on behalf of other broker-dealers will be expected to take reasonable measures to ensure that each broker-dealer for which they clear securities transactions will conduct testing with such members and member organizations. Members and member organizations will also be required to provide, as requested by the Exchange, reports including, but not limited to, reports about preparation for testing and test results. The rule contemplates that the Exchange can exempt a member or member organization from this requirement if that member or member organization cannot be accommodated in the testing schedule by the organization conducting the test or if the member or member organization does not employ computers in its business or for other good reasons.

A member or member organization that is subject to the rule and fails to participate in the tests or fails to file any required reports may be subject to disciplinary action pursuant to the Exchange's rules.

Similar rule changes have been filed by the New York Stock Exchange and the National Association of Securities Dealers.

#### (2) Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act<sup>4</sup> in general, and

further the objectives of Section 6(b)(5)<sup>5</sup> in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest.

### B. Self-Regulatory Organization's Statement on Burden on Competition

The Amex believes that the proposed rule change will impose no burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

### C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants or Others

No written comments were solicited or received with respect to the proposed rule change.

## III. Commission's Findings and Order Granting Accelerated Approval of Proposed Rule Change

After careful consideration, the Commission has concluded, for the reasons set forth below, that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder. Mandating Year 2000 testing and reporting is consistent with Section 6(b)(95) of the Act, which, among other aspects, requires that the rules of an exchange promote just and equitable principles of trade, foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, and remove impediments to and perfect the mechanism of a free and open market and a national market system. The Commission believes that the proposed rule change will facilitate the Amex's and member firms' efforts to ensure the securities markets' continued smooth operation during the period leading up to and beyond January 1, 2000.

The Exchange has requested that the Commission approve the proposed rule change prior to the thirtieth day after publication of the proposal in the **Federal Register**, because members and member organizations need to promptly

<sup>4</sup> 15 U.S.C. 78f(b).

<sup>5</sup> 15 U.S.C. 78f(b)(5).

begin preparing for industry-wide testing. The Commission finds good cause for approving the proposed rule change, including Amendment No. 1 thereto, prior to the 30th day after the date of publication of notice of the filing in the **Federal Register**. It is vital that SROs such as the Amex have the authority to mandate that their member firms participate in year 2000 testing and that they report test results (and other Year 2000 information) to their SROs. The proposed rule change will help the Amex participate in coordinating Year 2000 testing, including industry-wide testing, and in remediating any potential Year 2000 problems. This, in turn, will help ensure that the industry-wide tests and the Amex's Year 2000 efforts are successful. The proposed rule change will also help the Amex work with its member firms, the SIA, and other SROs to minimize any possible disruptions the Year 2000 may cause.

#### IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Persons making written submissions should file six copies thereof with the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549. Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Room in Washington, DC. Copies of such filing will also be available for inspection and copying at the principal office of the Amex. All submissions should refer to File No. SR-Amex-98-40 and should be submitted by January 28, 1999.

#### V. Conclusion

It is therefore ordered, pursuant to Section 19(b)(2) of the Act<sup>6</sup> that the proposed rule change and Amendment No. 1 thereto is hereby approved on an accelerated basis.<sup>7</sup>

<sup>6</sup> 15 U.S.C. 78s(b)(2).

<sup>7</sup> In approving the proposal, the Commission has considered the rule's impact on efficiency, competition and capital formation. 15 U.S.C. 78c(f).

For the Commission by the Division of Market Regulation, pursuant to delegated authority.<sup>8</sup>

**Margaret H. McFarland,**

*Deputy Secretary.*

[FR Doc. 99-312 Filed 1-6-99; 8:45 am]

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 40861; File No. SR-BSE-98-14]

### Self-Regulatory Organizations; Notice of Filing and Order Granting Accelerated Approval of Proposed Rule Change by the Boston Stock Exchange, Inc. Relating to its Arbitration Rules

December 29, 1998.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Exchange Act")<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on December 9, 1998<sup>3</sup> the Boston Stock Exchange, Inc. ("Exchange") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II and III below, which items have been prepared by the Exchange. The Commission is publishing this notice and order to solicit comments on the proposed rule change from interested persons and to grant accelerated approval to the proposal.

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

The Exchange seeks to amend its arbitration rules regarding arbitration of employment discrimination claims. The text of the proposed rule changes are as follows; additions are italicized.

\* \* \* \* \*

#### CHAPTER XXXII

##### Arbitration

##### Arbitration Code

Sec. 1(a) Members—*Except as provided in subparagraph (c)(1) below, . . .*

(b) Customers or Non-Members—*Except as provided in subparagraph (c)(1) below, . . .*

(c) Jurisdiction—. . .

<sup>8</sup> 17 CFR 200.30-3(a)(12).

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

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

<sup>3</sup> Technical, non-substantive corrections were made pursuant to a December 29, 1998 conversation between Karen Aluise, Boston Stock Exchange, and Kathy England, Assistant Director, Division of Market Regulation, SEC.

(1) *A claim alleging employment discrimination, including any sexual harassment claim, in violation of a statute should be eligible for arbitration only where the parties have agreed to arbitrate the claim after it has arisen.*

\* \* \* \* \*

#### 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 Exchange 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 III below. The Exchange 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

(a) The purpose of the proposed rule change is to amend the Exchange's arbitration rules to exclude from mandatory arbitration any employee dispute between a registered representative or associated persons and a member organization alleging employment discrimination in violation of a statute, including sexual harassment, unless the parties to arbitrate the claim after it has arisen. This change follows the lead of the New York Stock Exchange ("NYSE")<sup>4</sup> and the National Association of Securities Dealers ("NASD")<sup>5</sup> concerning arbitration of employment discrimination claims in their respective fora, and is intended to prevent such claims from finding haven in the Exchange's arbitration forum unless there is a post-dispute arbitration agreement.

(b) The statutory basis for the proposed rule change is Section 6(b)(5) of the Exchange Act, in that it is designed to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, and is not designed to permit unfair discrimination between customers, issuers, brokers or dealers.

<sup>4</sup> See Exchange Act Release No. 40858 (December 19, 1998) \_\_\_\_\_ FR \_\_\_\_\_ (January \_\_\_\_, 1998) (SR-NYSE-98-28).

<sup>5</sup> See Exchange Act Release No. 40109 (June 22, 1998) 63 FR 35299 (June 29, 1998).