

Under Section 6 of the Railroad Retirement Act (RRA), benefits that may be due on the death of a railroad employee or a survivor annuitant include (1) a lump-sum death benefit, (2) a residual lump-sum payment, (3) accrued annuities due but unpaid at death, and (4) monthly survivor insurance payments. The requirements for determining the entitlement of possible beneficiaries to these benefits are prescribed in 20 CFR 234.

When the RRB receives notification of the death of a railroad employee or survivor annuitant, an RRB field office utilizes Form RL-94-F, *Survivor Questionnaire*, to secure additional information from surviving relatives needed to determine if any further benefits are payable under the RRA. Completion is voluntary. One response is requested of each respondent.

The RRB proposes no changes to Form RL-94-F. The completion time for the RL-94-F is estimated at between 5 to 11 minutes. The RRB estimates that approximately 8,000 responses are received annually.

FOR FURTHER INFORMATION CONTACT: To request more information or to obtain a copy of the information collection justification, forms, and/or supporting material, please call the RRB Clearance Officer at (312) 751-3363. Comments regarding the information collection should be addressed to Ronald J. Hodapp, Railroad Retirement Board, 844 North Rush Street, Chicago, Illinois 60611-2092. Written comments should be received within 60 days of this notice.

Chuck Mierzwa,
Clearance Officer.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-27591]

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

November 1, 2002.

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 26, 2002, to the Secretary, Securities and Exchange Commission, Washington, DC 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 26, 2002, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

FirstEnergy Corp., et al. (70-10102)

FirstEnergy Corp. ("FirstEnergy"), a registered holding company, 76 South Main Street, Akron, Ohio, 44308, and GPU Diversified Holdings LLC ("GPU DH"), its wholly owned direct nonutility subsidiary, 300 Madison Avenue, Morristown, New Jersey 07962, have filed an application with the Commission under sections 9(a) and 10 of the Act and rule 54 under the Act.

By orders dated December 17 and December 26, 1996,¹ the Commission authorized GPU International, Inc.; ("GPU I"), which at the time was a wholly owned nonutility subsidiary of GPU, Inc. ("GPU"), a registered holding company, to invest up to \$30 million to acquire: (1) Voting and preferred shares of Ballard Generation Systems Inc.; ("BGS"),² a joint venture with Ballard Power Systems Inc. ("BPS"), a nonassociate Canadian company; (2) options to acquire specified additional amounts of voting and preferred stock of BGS; and (3) warrants to purchase BPS stock ("BPS Warrants").³ The Prior Orders authorized GPU I to acquire 9.9% of the voting shares and twenty percent of the total equity of BGS, including shares obtained through the exercise of the purchased options. Correspondingly, GPU I made the following acquisitions of BGS stock: 300,001 voting and 290,300 preferred

shares on December 24, 1996; 250,000 voting shares on October 24, 1997; 150,000 voting and 100,000 preferred shares on November 24, 1997; 300,000 voting and 100,000 preferred shares on June 12, 1998; and 400,000 preferred shares on March 29, 2000. In December of 2000, GPU DH acquired from GPU I all of its voting and preferred BGS stock, and GPU acquired the BPS Warrants from GPU I.⁴ In June of 2001, GPU DH acquired an additional 425,000 voting shares of BGS stock. Currently, GPU DH owns 1,425,001 voting and 890,300 preferred shares of BGS stock (collectively, "BGS Shares"), representing approximately 8.7% and 12.6% of BGS' outstanding voting and equity securities, respectively.

By order dated October 29, 2001,⁵ the Commission authorized GPU to merge with and into FirstEnergy. GPU did not survive the merger, and FirstEnergy is its successor in interest.

Applicants now propose to restructure their investment. Specifically, they request authority for GPU DH to exchange the BGS Shares for a number of restricted shares⁶ of BPS common stock that has a value equal to the value of the BGS Shares. For the purpose of this exchange, each BGS Share would be valued at \$19.50, and exchanged for a number of BPS shares equal in value as determined by the current market value of BPS' common shares. As a result of the proposed investment, GPU DH will not own, directly or indirectly, ten percent or more of the outstanding BPS voting common shares.

The principal business of BPS and its associated companies is the development, manufacture and commercialization of proton exchange membranes ("PEM") fuel cells and PEM fuel cell systems for use in transportation, stationary, portable and other power operations. All of BPS' sales revenue is derived from PEM fuel cell products.

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

Margaret H. McFarland,
Deputy Secretary.

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⁴ Subsequently, GPU I was acquired by a nonassociate company.

⁵ See *FirstEnergy Corp.*, HCAR No. 27459.

⁶ All BPS shares issued to GPU DH would have a holding period of up to twelve months. Sales in the United States after one year would be limited by the constraints of rule 144 under the Securities Act of 1933, as amended. Sales in Canada would be restricted for four months, in accordance with Canadian provincial securities laws.

¹ HCAR No. 26631 and HCAR No. 26635, respectively (collectively, "Prior Orders").

² BGS is a Canadian company that develops, manufactures and markets stationary electric power systems employing fuel cell technology.

³ The Commission reserved jurisdiction over GPU I's exercise of the warrants, pending completion of the record. See Prior Orders.

SECURITIES AND EXCHANGE COMMISSION

Sunshine Act Meeting

FEDERAL REGISTER CITATION OF PREVIOUS ANNOUNCEMENT: (67 FR 66433, October 31, 2002).

STATUS: Closed Meeting.

PLACE: 450 Fifth Street, NW., Washington, DC.

ANNOUNCEMENT OF CLOSED MEETING: Additional Meeting.

The Securities and Exchange Commission will hold an additional meeting during the week of November 4, 2002: An additional Closed Meeting will be held on Tuesday, November 5, 2002 at 4 p.m.

Commissioner Atkins, as duty officer, determined that no earlier notice thereof was possible. The subject matter of the Closed Meeting to be held on Tuesday, November 5, 2002, will be an investigation.

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)(5), (6), (7), and (10) and 17 CFR 200.402(a)(5), (6), (7), and (10), permit consideration of the scheduled matter at the Closed Meeting.

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: November 5, 2002.

Jonathan G. Katz,
Secretary.

[FR Doc. 02-28486 Filed 11-5-02; 12:26 pm]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-46750; File No. SR-AMEX-2002-19]

Self-Regulatory Organizations; American Stock Exchange LLC; Order Approving a Proposed Rule Change and Amendment Nos. 1 and 2 Thereto and Notice of Filing and Order Granting Accelerated Approval to Amendment Nos. 3, 4, and 5 Thereto Relating to Performance Evaluation Procedures for Specialists Trading Securities Pursuant to Unlisted Trading Privileges

October 30, 2002.

I. Introduction and Description of the Proposal

On March 14, 2002, the American Stock Exchange LLC ("Amex" or "Exchange") filed with the Securities and Exchange Commission ("SEC" or "Commission") pursuant to section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 19b-4 thereunder,² a proposed rule change to adopt Amex Rule 29, Market Quality Committee, to codify the Exchange's performance evaluation procedures for specialists trading securities admitted to dealings on an unlisted trading privileges ("UTP") basis. On May 6, 2002, Amex filed Amendment No. 1 to the proposed rule change,³ and, on May 28, 2002, Amex filed Amendment No. 2 to the proposed rule change.⁴ The proposed rule change, as amended by Amendment Nos. 1 and 2, was published in the *Federal Register* on July 19, 2002.⁵ The Commission received no comment letters on the proposal. On July 29, 2002, the Amex filed Amendment No. 3 to the proposed rule change,⁶ on October 11, 2002, the Amex filed Amendment No. 4 to the

proposed rule change,⁷ and, on October 15, 2002, the Amex filed Amendment No. 5 to the proposed rule change.⁸ This order approves the proposed rule change, as amended. In addition, the Commission is publishing notice to solicit comment on and is simultaneously approving, on an accelerated basis, Amendment Nos. 3, 4, and 5 to the proposal.

The Exchange is proposing a new program to evaluate and regulate UTP specialist performance. Under the proposal, as amended, a new committee, the Market Quality Committee, would administer the Exchange's program to evaluate and enhance UTP specialist performance. The Committee is proposed to consist of seven persons: the Chief Executive Officer of the Exchange, three members of the Exchange's senior management selected by the Chief Executive Officer, and three members selected by the Chief Executive Officer from among Exchange Officials, Senior Floor Officials and Floor Governors. The Committee would regularly evaluate UTP specialists to determine whether they have fulfilled standards relating to: (1) Quality of markets, (2) competition with other market centers, (3) administrative matters, and (4) willingness to promote the Exchange as a marketplace. The Committee also would review transfers

⁷ See letter from William Floyd-Jones, Assistant General Counsel, Amex, to Kelly McCormick-Riley, Division, Commission (October 10, 2002) ("Amendment No. 4"). In Amendment No. 4, the Exchange made non-substantive, technical corrections, provided the Exchange's rationale for matching the composition of the Market Quality Committee with that of the UTP Allocations Committee, and clarified that the Chief Executive Officer of the Exchange will designate the members that serve on the Market Quality Committee. With respect to the rationale for matching the composition of the Market Quality Committee with that of the UTP Allocations Committee, the Amex noted that it believes that the two committees serve closely related functions and that it is desirable for them to have overlapping memberships. The Exchange also stated that it believes that the UTP Allocations Committee structure has worked well in practice and it wishes to ensure that persons serving on the UTP Allocations Committee are available to serve on the Market Quality Committee as well.

⁸ See letter from William Floyd-Jones, Assistant General Counsel, Amex, to Kelly McCormick-Riley, Division, Commission (October 14, 2002) ("Amendment No. 5"). In Amendment No. 5, the Exchange specified that only Exchange Officials that do not spend a substantial portion of their time on the Floor may participate by telephone in meetings of the Market Quality Committee. These Exchange Officials that participate in meetings by telephone will be provided with all materials so that they can fully participate in Committee activities. See, e.g., Amex Rule 21, Appointment of Floor Officials. See also Securities Exchange Act Release No. 46061 (June 11, 2002), 67 FR 41547 (June 18, 2002) (permitting Amex Performance Committee members to attend meetings by telephone).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See letter from Geraldine Brindisi, Vice President and Corporate Secretary, Amex, to Nancy J. Sanow, Assistant Director, Division of Market Regulation ("Division"), Commission (May 3, 2002) ("Amendment No. 1").

⁴ See letter from Geraldine Brindisi, Vice President and Corporate Secretary, Amex, to Nancy J. Sanow, Assistant Director, Division, Commission (May 24, 2002) ("Amendment No. 2").

⁵ See Securities Exchange Act Release No. 46196 (July 12, 2002), 67 FR 47579.

⁶ See letter from William Floyd-Jones, Assistant General Counsel, Amex, to Nancy J. Sanow, Assistant Director, Division, Commission (July 26, 2002) ("Amendment No. 3"). In Amendment No. 3, the Exchange made non-substantive, technical corrections and changed the composition of the Amex Market Quality Committee to match that of the Amex UTP Allocations Committee (See Securities Exchange Act Release No. 45698 (April 5, 2002), 67 FR 18051 (April 12, 2002) ("UTP Allocations Committee Pilot Approval")).