

It is estimated that approximately 12 respondents per year file with the Commission a Form N-54C. Form N-54C requires approximately 1 burden hour per response resulting from creating and filing the information required by the form. The total burden hours for Form N-54C would be 12 hours per year in the aggregate. The estimated annual burden of 12 hours represents an increase of 11 hours over the prior estimate of 1 hour. The increase in burden hours is attributable to an increase in the number of respondents from 1 to 12.

Form N-6F Under the Investment Company Act of 1940, Notice of Intent to Elect to be Subject to Sections 55 Through 65 of the Investment Company Act of 1940

Certain companies may have to make a filing with the Commission before they are ready to elect on Form N-54A to be regulated as a business development company.¹ A company that is excluded from the definition of "investment company" by Section 3(c)(1) of the Investment Company Act of 1940 because it has fewer than one hundred shareholders and is not making a public offering of its securities may lose such an exclusion solely because it proposes to make a public offering of securities as a business development company. Such a company, under certain conditions, would not lose its exclusion if it notifies the Commission on Form N-6F [17 CFR 274.15] of its intent to make an election to be regulated as a business development company. The company only has to file a Form N-6F once.

It is estimated that approximately 3 respondents per year file with the Commission a Form N-6F. Form N-6F requires approximately 0.5 burden hours per response resulting from creating and filing the information required by the form. The total burden hours for Form N-6F would be 1.5 hours per year in the aggregate. The estimated annual burden 1.5 hours represents a decrease of 0.5 hours over the prior estimate of 2 hours. The decrease in burden hours is attributable to a decrease in the number of respondents from 4 to 3.

The estimates of average burden hours for Form N-54A, N-54C and N-6F are made solely for the purposes of the Act and are not derived from a comprehensive or even representative

¹ A company might not be prepared to elect to be subject to Sections 55 through 65 of the Investment Company Act of 1940 because its capital structure or management compensation plan is not yet in compliance with the requirements of those sections.

survey or study of the cost of Commission rules and forms.

The collections of information under Forms N-54A, N-54C and N-6F are mandatory. The information provided by such Forms is not kept confidential. The Commission may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

General comments regarding the above information should be directed to the following persons: (i) Desk Officer for the Securities and Exchange Commission, Office of Information and Regulatory Affairs, Office of Management and Budget, New Executive Office Building, Washington, D.C. 20503; and (ii) Michael E. Bartell, Associate Executive Director, Office of Information Technology, Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Comments must be submitted to OMB within 30 days of this notice.

Dated: March 14, 2000.

Margaret H. McFarland,

Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-27151]

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

March 13, 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 April 4, 2000, 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 April 4, 2000, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

American Electric Power Company, Inc. (70-9623)

Notice of Proposal To Issue Common Stock and Other Securities Under Long-Term Incentive Plan; Order Authorizing Proxy Solicitation

American Electric Power Company, Inc. ("AEP"), a registered holding company, 1 Riverside Plaza, Columbus, Ohio 43215, has filed an application-declaration with this Commission under sections 6(a), 7, 9(a), 10, 12(c) and 12(e) of the Act and rules 42, 54, 62 and 65 under the Act.

On January 26, 2000, AEP's Board of Directors adopted a new incentive compensation plan for employees and non-employee Directors ("2000 Plan"). AEP requests authority to issue and distribute securities under the 2000 Plan, including up to 9.5 million shares of common stock with par value of \$6.50 per share.

The common shares will be made available from authorized but unissued shares and/or shares reacquired by AEP. The other securities include stop options, stock appreciation rights, and other securities whose value is related to the value of AEP common shares.

The 2000 Plan will be administered by the Human Resources Committee ("Committee") of AEP's board of directors ("Board"). The 2000 Plan has no fixed expiration date, except that, for purposes of awarding incentive stock options, the 2000 Plan will expire ten years from the date it is adopted by the Board.

The purpose of the 2000 Plan is to promote the interest of AEP and its shareholders by strengthening AEP's ability to attract, motivate and retain employees and directors, to align further the interests of AEP's management with the shareholders, and to provide an additional incentive for employees and directors to promote the financial success and growth of AEP.

The affirmative vote of holders of a majority of shares of common stock outstanding on March 7, 2000, is required to authorize approval of the 2000 Plan. AEP intends to submit the proposal to its shareholders for their approval at the annual meeting of shareholders to be held on April 26,

2000. AEP proposes to solicit proxies for this purpose from the holders of its outstanding common stock to be voted on at the meeting.

AEP requests that an order authorizing the solicitation of proxies be issued as soon as practicable under rule 62(d). It appears to the Commission that AEP's declaration regarding the proposed solicitation of proxies should be permitted to become effective immediately under rule 62.

It is ordered that the declaration regarding the proposed solicitation of proxies be permitted to become effective immediately under rule 62 and subject to the terms and conditions prescribed in rule 24 under the Act.

For the Commission, by the Office of Public Utility Regulation, under delegated authority.

Margaret H. McFarland,

Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-27152]

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

March 13, 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 transactions(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 April 4, 2000, 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 April 4, 2000, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

National Fuel Gas, et al. 70-9153

National Fuel Gas Company ("NFG"), a registered holding company, NFG's wholly owned gas utility subsidiary, National Fuel Gas Distribution Corporation, and NFG's nonutility subsidiaries, National Fuel Gas Supply Corporation, Highland Land & Minerals, Inc., Leidy Hub, Inc., Horizon Energy Development, Inc., Data-Track Account Services, Inc. and Seneca Independence Pipeline Company, each of 10 Lafayette Square, Buffalo, New York 14203, Seneca Resources Corporation, Niagara Independence Marketing Company and Upstate Energy Inc., each of 1201 Louisiana Street, Suite 400, Houston, Texas 77002, and National Fuel Resources, Inc. (collectively, "Current Money Pool Participants") and NFR Power, Inc. ("Power")¹ of 165 Lawrence Bell Drive, Suite 120, Williamsville, New York 14221 (collectively, "Applicants", the Applicants, other than NFG, are referred to collectively as "Subsidiaries"), have filed with this Commission a post-effective amendment under sections 6(a), 7, 9(a), 10, 12(b), 12(f) and 32 of the Act, and rules 45, 53 and 54 under the Act to their application-declaration filed under sections 6(a), 7, 9(a), 10, 12(b), 12(f), 32 and 33 of the Act, and rule 53 under the Act.

By order dated March 20, 1998 (HCAR No. 26847) ("March Order"), the Current Money Pool Participants were authorized to engage in various financing and related transactions through December 31, 2002 ("Authorization Period"). The March Order also authorized, among other things, the Current Money Pool Participants to continue to engage in a money pool arrangement ("Money Pool") through the Authorization Period.

Applicants now request authorization for Power to become a limited participant in the Money Pool through the Authorization Period. Specifically, Power's participation would be limited to depositing surplus funds that it may have from time to time into the Money Pool and withdrawing its own funds as needed. In addition, Power's participation would be subject to the terms and conditions for Money Pool

¹ Power is a nonutility subsidiary of NFG, and, as a result of a determination of the Federal Energy Regulatory Commission dated March 29, 1996 (Docket No. EG96-47-000), is an exempt wholesale generator as defined in section 32(a)(1) of the Act.

participation contained in the March Order.

The March Order also authorized NFG to guarantee securities of, and provide other forms of credit support with respect to obligations of, its Subsidiaries in an aggregate amount not to exceed \$2 billion at any time during the Authorization Period ("Guarantee Authority"). NFG proposes to guarantee securities of Power, and to provide other forms of credit support with respect to obligations of Power as may be necessary or appropriate to enable Power to carry on in the ordinary course of business. Such guarantees and credit support to Power would be subject to the terms and conditions of the Guarantee Authority contained in the March Order.

GPU, Inc., et al. (70-9599)

GPU, Inc. ("GPU"), a registered public utility holding company, and its wholly owned subsidiary, GPX Acquisition Corp. ("Acquisition Corp."), and together with GPU, "Applicants"), both located at 300 Madison Avenue, Morristown, New Jersey 07962, have filed an application-declaration under sections 6(a), 7, 9(a), 10, 11(b)(1), 12, and 13(b) of the Act and rules 51, 54, 90 and 91 under the Act.

The Applicants propose to acquire for cash all of the issued and outstanding common shares of MYR Group, Inc. ("MYR"), a Delaware corporation (the "Merger"), under the terms of a Plan and Agreement of Merger, dated as of December 21, 1999 ("Merger Agreement"). MYR is a publicly held utility infrastructure services and electrical contracting company headquartered in Rolling Meadows, Illinois. MYR's common stock is registered under section 12(b) of the Securities Exchange Act of 1934, as amended ("Exchange Act"), and is listed for trading on the New York Stock Exchange.

Under the terms of the Merger Agreement, Acquisition Corp. on December 29, 1999 commenced a cash tender offer in accordance with section 14 of the Exchange Act ("Tender Offer") to acquire MYR common stock subject to the terms and conditions of the Tender Offer.¹ Following completion of the Tender Offer, Acquisition Corp. will be merged with and into MYR, with MYR as the surviving entity. MYR will then become a direct wholly owned subsidiary of GPU. On February 24, 2000, the Applicants extended the

¹ The Tender Offer is subject to the terms and conditions of rule 51 under the Act, which states that consummation of the Tender Offer is expressly conditioned upon Commission approval of the Merger under the Act.