

Withdrawal Right with Respect to Periodic Payment Plan Certificates.” Form N-27E-1, which is prescribed by rule 27e-1 in order to implement the statutory mandate in section 27(e) of the Act, serves to notify holders of periodic payment plan certificates who have missed certain payments of their surrender rights with respect to the certificates. Form N-27F-1, which is prescribed by Rule 27f-1, is used to notify recent purchasers of periodic payment plan certificates, of their right under section 27(f) of the Act to return the certificates within a specified period for a full refund. The Forms N-27E-1 and N-27F-1 notices, which are sent directly to holders of periodic payment plan certificates, serve to alert purchasers of periodic payment plans of their rights in connection with their plan certificates.

Commission staff estimates that there are fewer than five issuers of periodic payment plan certificates affected by Rules 27e-1 and 27f-1. The frequency with which each of these issuers or their representatives must file the Form N-27E-1 and Form N-27F-1 notices varies with the number of periodic payment plans sold and the number of certificate holders who miss payments. The Commission estimates, however, that approximately 5,000 Form N-27E-1 notices and 48,900 Form N-27F-1 notices are sent out annually. The Commission estimates that each Form N-27E-1 notice takes approximately 4.5 minutes (0.075 hours) to prepare. Therefore, the total annual burden of Form N-27E-1 is estimated to be approximately 375 hours. The Commission estimates that each Form N-27F-1 notice takes approximately 3.5 minutes (.05833 hours) to prepare. Therefore, the total annual burden of Form N-27F-1 is estimated to be 2,852 hours.

The estimate of average burden hours is made solely for the purposes of the Paperwork Reduction Act, and is not derived from a comprehensive or even a representative survey or study of the costs of Commission rules and forms.<sup>1</sup>

Complying with the collection of information requirements of Rule 27e-1 is mandatory for issuers of periodic payment plans or their depositors or underwriters in the event holders of plan certificates miss certain payments within eighteen months after issuance. Complying with the collection of information requirements of Rule 27f-1 is mandatory for custodian banks of periodic payment plans for which the

sales load deducted from any payment exceeds 9 percent of the payment. The information provided pursuant to Rules 27e-1 and 27f-1 will be provided to third parties and, therefore, will not be kept confidential. The Commission is seeking OMB approval, because an agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number.

Written comments are invited on: (a) Whether the collection of information is necessary for proper performance of the functions of the Commission, including whether the information has practical utility; (b) the accuracy of the Commission's estimate of the burden of the collection of information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

Please direct your written comments to Michael E. Bartell, Associate Executive Director, Office of Information Technology, Securities, Securities and Exchange Commission, 450 5th Street, NW, Washington, DC 20549.

Dated: June 29, 2000.

**Margaret H. McFarland,**

*Deputy Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

### Proposed Collection; Comment Request

Upon Written Request, Copies Available From: Securities and Exchange Commission, Office of Filings and Information Services, Washington, D.C. 20549.

Extension:

Rule 2a19-1; SEC File No. 270-294; OMB Control No. 3235-0332

Notice is hereby given that, pursuant to the Paperwork Reduction Act of 1995 [44 U.S.C. 3501 *et seq.*], the Securities and Exchange Commission (the “Commission”) is soliciting comments on the collection of information summarized below. The Commission plans to submit this existing collection of information to the Office of

Management and Budget for extension and approval.

Rule 2a19-1 under the Investment Company Act of 1940 (the “Act”) provides that investment company directors will not be considered interested persons, as defined by section 2(a)(19) of the Act, solely because they are registered broker-dealers or affiliated persons of registered broker-dealers, provided that the broker-dealer does not execute any portfolio transactions for the company's complex, engage in any principal transactions with the complex or distribute shares for the complex for at least six months prior to the time that the director is to be considered not to be an interested person and for the period during which the director continues to be considered not to be an interested person. The rule also requires the investment company's board of directors to determine that the company would not be adversely affected by refraining from business with the broker-dealer. In addition, the rule provides that no more than a minority of the disinterested directors of the company may be registered broker-dealers of their affiliates.

Before the adoption of rule 2a19-1, many investment companies found it necessary to file with the Commission applications for orders exempting directors from section 2(a)(19) of the Act. Rule 2a19-1 is intended to alleviate the burdens on the investment company industry of filing for such orders in circumstances where there is no potential conflict of interest. The conditions of the rule are designed to indicate whether the director has a stake in the broker-dealer's business with the company such that he or she might not be able to act independently of the company's management.

It is estimated that approximately 3,200 investment companies may choose to rely on the rule, and each investment company may spend one hour annually compiling and keeping records related to the requirements of the rule. The total annual burden associated with the rule is estimated to be 3,200 hours.

The estimate of average burden hours is made solely for the purposes of the Paperwork Reduction Act, and is not derived from a comprehensive or even a representative survey or study of the costs of Commission rules and forms.

The Commission requests written comments on: (a) Whether the collection of information is necessary for the proper performance of the functions of the Commission, including whether the information has practical utility; (b) the accuracy of the Commission's estimate of the burden of the collection of

<sup>1</sup> These estimates are based on informal conversations between the Commission staff and representatives of periodic payment plan issuers.

information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

Please direct your written comments to Michael E. Bartell, Associate Executive Director, Office of Information Technology, Securities and Exchange Commission, 450 5th Street, N.W., Washington, DC 20549.

Dated: June 29, 2000.

**Margaret H. McFarland,**

*Deputy Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

[File No. 1-05740]

### Issuer Delisting; Notice of Application To Withdraw From Listing and Registration; (Diodes Incorporated, Common Stock, \$.66 $\frac{2}{3}$ Par Value)

July 3, 2000.

Diodes Incorporated ("Company") has filed an application with the Securities and Exchange Commission ("Commission"), pursuant to section 12(d) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 12d2-2(d) thereunder,<sup>2</sup> to withdraw its Common Stock, \$.66 $\frac{2}{3}$  par value ("Security"), from listing and registration on the American Stock Exchange LLC ("Amex").

The Company has effected a new listing for its Security on the National Market of the Nasdaq Stock Market, Inc. ("Nasdaq"). Trading in the Security on the Nasdaq commenced, and was concurrently suspended on the Amex, at the opening of business on June 19, 2000. The Company's Registration Statement on Form 8-A with respect to the Nasdaq listing became effective upon filing on June 15, 2000. In conjunction with creating the new listing on the Nasdaq, the Company is seeking to withdraw its Security from listing and registration on the Amex in order to avoid the costs associated with such listing and to prevent possible fragmentation of the market for its Security.

On February 18, 2000, the Company's board of directors approved a resolution authorizing the withdrawal of the Security from listing and registration on the Amex. The Amex has in turn advised the Company that its application for such withdrawal has been made in accordance with the rules of the Amex and that the Amex would not object to such withdrawal, pending its ultimate approval by the Commission. In the light of the new listing of the Security on the Nasdaq, the Amex has not required the Company to notify its shareholders of its intention to withdraw the Security from listing and registration on the Amex.

The Company's application relates solely to the withdrawal of the Security's from listing and registration on the Amex and shall have no effect upon the Security's continued listing and registration on the Nasdaq under section 12(g) of the Act.<sup>3</sup>

Any interested person may, on or before July 25, 2000, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609, facts bearing upon whether the application has been made in accordance with the rules of the Amex and what terms, if any, should be imposed by the Commission for the protection of investors. The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>4</sup>

**Jonathan G. Katz,**

*Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

[File No. 1-14204]

### Issuer Delisting; Notice of Application To Withdraw From Listing and Registration; (FuelCell Energy, Inc., Common Stock, \$.0001 Par Value)

July 3, 2000.

FuelCell Energy, Inc. ("Company") has filed an application with the Securities and Exchange Commission ("Commission"), pursuant to section 12(d) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 12d2-2(d)

thereunder,<sup>2</sup> to withdraw its Common Stock, \$.0001 par value ("Security"), from listing and registration on the American Stock Exchange LLC ("Amex").

The Company has effected a new listing for its Security on the National Market of the Nasdaq Stock Market, Inc. ("Nasdaq"). Trading in the Security on the Nasdaq commenced, and was concurrently suspended on the Amex, at the opening of business on June 7, 2000. The Company's Registration Statement on Form 8-A with respect to the Nasdaq listing became effective upon filing on June 6, 2000. The Company, whose business relates to the development and commercialization of fuelcell technology, has sought to transfer trading in its Security from the Amex to the Nasdaq because it believes the Nasdaq offers the most trading activity and best liquidity for the securities of technology companies.

On March 22, 2000, the Company's board of directors approved a resolution authorizing the withdrawal of the Security from listing and registration on the Amex. The Amex has in turn advised the Company that its application for such withdrawal has been made in accordance with the rules of the Amex and that the Amex would not object to such withdrawal, pending its ultimate approval by the Commission. In the light of the new listing of the Security on the Nasdaq, the Amex has not required the Company to notify its shareholders of its intention to withdraw the Security from listing and registration on the Amex.

The Company's application relates solely to the withdrawal of the Security's from listing and registration on the Amex and shall have no effect upon the Security's continued listing and registration on the Nasdaq under Section 12(g) of the Act.<sup>3</sup>

Any interested person may, on or before July 25, 2000, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609, facts bearing upon whether the application has been made in accordance with the rules of the Amex and what terms, if any, should be imposed by the Commission for the protection of investors. The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

<sup>1</sup> 15 U.S.C. 78l(d).

<sup>2</sup> 17 CFR 240.12d2-2(d).

<sup>3</sup> 15 U.S.C. 78l(g).

<sup>4</sup> 17 CFR 200.30-3(a)(1).

<sup>5</sup> 15 U.S.C. 781(d).

<sup>2</sup> 17 CFR 240.12d2-2(d).

<sup>3</sup> 15 U.S.C. 78l(g).