

Indian Gas, SIGECO, Community and OhioCo, and VUHI will be a holding company over Indiana Gas, SIGECO, Community and OhioCo. The application states that, following the Transactions, both Vectren and VUHI will qualify for exemption from registration under section 3(a)(1) of the Act because each holding company and each public-utility company from which it derives, directly or indirectly, any material part of its income, will be predominantly intrastate in character and will carry on their businesses substantially in Indiana, the state in which the holding company and each such public-utility company is organized.

Cinergy Corporation (70-9731)

Cinergy Corporation ("Cinergy"), 139 East Fourth Street, Cincinnati, Ohio 45202, a registered holding company, has filed an application-declaration under sections 6(a), (7), 9(a), 10 and 12(c) of the Act and rules 42 and 54 under the Act.

Cinergy proposes to adopt a shareholder rights plan ("Plan") and to enter into a related Rights Agreement ("Agreement") with the Fifth Third Bank, acting as transfer agent, to implement the Plan. Under the Plan, Cinergy's Board of Trustees ("Board") proposes to declare a dividend of one right ("Right") for each outstanding share of Cinergy common stock, \$0.01 par value ("Common Stock"). Each Right would entitle the holder to purchase one share of Common Stock at a price of \$100.00 per share, subject to adjustment ("Exercise Price"). The dividend will be payable to stockholders of record on the tenth business day after the Commission has issued an order requested in this filing ("Record Date").

Initially, the Rights would not be exercisable and may only be traded together with the Common Stock certificates that are outstanding on the Record Date. The Rights may be exercised and traded independently of the underlying Common Stock on the Distribution Date, which is defined in the Agreement as the earlier of two dates. The first is ten business days after the first public announcement that any person or group ("Acquiring Person") has acquired beneficial ownership of ten percent or more of Common Stock without Board approval ("Acquisition Event"). The second is ten business days (unless extended by the Board) after any person or group has commenced a tender or exchange offer, which would, upon its consummation, result in the person or group becoming an Acquiring Person. On the occurrence

of either event, each Right will be evidenced by a transferable Right certificate.

If an Acquisition Event has occurred, Right holders (other than Acquiring Persons and certain of their transferees) will have the right to receive Common Stock having a market value equal to two times the effective Exercise Price ("Discount Purchase Price") for each Right exercised. In addition, each Right holder (other than Acquiring Persons and certain of their transferees) will have the right, following an Acquisition Event, to receive the acquiror's common stock having a market value equal to the Discount Purchase Price for each Right exercised, under certain circumstances. The circumstances are: (1) Cinergy is acquired by another person or entity not controlled by Cinergy ("Acquiror") in a business combination in which Cinergy is not the continuing or surviving entity; (2) an Acquiror consolidates with or merges into Cinergy in a business combination in which Cinergy is the continuing or surviving entity and all or part of the Common stock is exchanged for the securities or property of any other person; or (3) 50% or more of Cinergy's consolidated assets or earning power is sold or transferred to an Acquirer. If an Acquisition Event occurs, all Rights held by Acquiring Persons (and certain of their transferees) other related persons, become full and void.

Cinergy may redeem the Rights, as a whole, at an adjustable price of \$0.01 per Right, at any time prior to the earlier of the close of business on the date on which any person has become an Acquiring Person and the final expiration date of the Rights. The Rights will expire ten years from the date of the Agreement, unless Cinergy has redeemed or exchanged them earlier.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 00-22417 Filed 8-31-00; 8:45 am]

BILLING CODE 8010-01-M

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-43162A; File No. SR-Amex-00-37]

Self-Regulatory Organizations; Notice of Filing and Order Granting Accelerated Approval of Proposed Rule Change by American Stock Exchange LLC Relating to Trading of Convertible Bond Linked Medium Term Notes

August 25, 2000.

Correction

In FR Document No. 00-21431, beginning on page 51374 for Wednesday, August 23, 2000, the following text should replace the heading and text of Section III in column 3, page 51375.

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 20549-0609. 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. 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-00-37 and should be submitted by September 22, 2000.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.¹

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 00-22420 Filed 8-31-00; 8:45 am]

BILLING CODE 8010-01-M

¹ 17 CFR 200.30-3(a)(12).