

## SECURITIES AND EXCHANGE COMMISSION

[Extension: Rule 15g-9; SEC File No. 270-325; OMB Control No. 3235-0385]

### Submission for OMB Review; Comment Request

Upon written request, copies available from: Securities and Exchange Commission Office of Filings and Information Services 450 Fifth Street, NW, Washington, DC 20549.

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 ("Commission") has submitted to the Office of Management and Budget a request for extension of the previously approved collection of information discussed below.

- Rule 15g-9, Sales Practice Requirements for Certain Low-Priced Securities Section 15(c)(2) of the Securities Exchange Act of 1934 (the "Exchange Act") authorizes the Commission to promulgate rules that prescribe means reasonably designed to prevent fraudulent, deceptive, or manipulative practices in connection with over-the-counter ("OTC") securities transactions. Pursuant to this authority, the Commission in 1989 adopted Rule 15a-6 (the "Rule"), which was subsequently redesignated as Rule 15g-9, 17 CFR 240.15g-9. The Rule requires broker-dealers to produce a written suitability determination for, and to obtain a written customer agreement to, certain recommended transactions in low-priced stocks that are not registered on a national securities exchange or authorized for trading on NASDAQ, and whose issuers do not meet certain minimum financial standards. The Rule is intended to prevent the indiscriminate use by broker-dealers of fraudulent, high-pressure telephone sales campaigns to sell low-priced securities to unsophisticated customers.

The staff estimates that approximately 270 broker-dealers incur an average burden of 78 hours per year to comply with this rule. Thus, the total burden hours to comply with the Rule is estimated at 21,060 hours (270 × 78).

The broker-dealer must keep the written suitability determination and customer agreement required by the Rule for at least three years. Completing the suitability determination and obtaining the customer agreement in writing is mandatory for broker-dealers who effect transactions in penny stocks and do not qualify for an exemption, but does not involve the collection of confidential information. Please note that 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.

General comments regarding the estimated burden hours 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, Room 3208, New Executive Office Building, Washington, DC 20503; and (ii) Michael E. Bartell, Associate Executive Director, Office of Information Technology, Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549. Comments must be submitted to OMB within 30 days of this notice.

Dated: March 12, 2001.

**Margaret H. McFarland,**

*Deputy Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-27353]

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

March 9, 2001.

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 3, 2001, 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 3, 2001, 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., (70-9729)

American Electric Power Company, Inc. ("AEP"), 1 Riverside Plaza, Columbus, Ohio 43215, a registered holding company, has filed an application-declaration under sections 6(a), 7, 9(a), 10, 12(b), 12(c), 12(f), 32, and 33 of the Act and rules 42, 45, 46, and 53 under the Act.

AEP proposes to organize and acquire all of the common stock or other equity interests of one or more subsidiaries, financing subsidiaries, (collectively "FS") for the purpose of effecting various financing transactions through June 30, 2004 involving the issuance and sale of up to an aggregate of \$1.5 billion, cash proceeds to AEP in any combination of preferred securities, debt securities, interest rate hedges, anticipatory hedges, stock purchase contracts and stock purchase units, as well as its common stock issuable under the stock purchase contracts and stock purchase units to acquire the securities of associate companies and interests in other businesses including exempt wholesale generators ("EWGs") and foreign utility companies ("FUCOs"). AEP further proposes that it may effect directly, without the FS, any such transaction involving preferred securities, debt securities, stock purchase contracts or stock purchase units, provided that AEP shall not issue any secured indebtedness. Also, no FS or Special Purpose Subsidiary ("SPS") shall acquire or dispose of, directly or indirectly, any interest in any utility asset, as that term is defined under the Act.

#### I. Financing Subsidiaries

AEP will acquire all of the outstanding shares of common stock or other equity interests of the FS for amounts inclusive of capital contributions that may be made from time to time to the FS by AEP) aggregating up to 35% of the total capitalization of the FS (*i.e.*, the aggregate of the equity accounts and indebtedness of the FS). Such investment by AEP will not in any event be less than the minimum required by any applicable law. The business of the FS will be limited to effecting financing transactions for AEP and its affiliates. In connection with such financing transactions, AEP will enter into one or more guarantee or other credit support agreements in favor of the FS. Effecting financings through the FS will have the