

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 2, 2002, to the Secretary, Securities and Exchange Commission, Washington, DC 20549-0609, and serve a copy on the relevant application(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 2, 2002, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

**Allegheny Energy, Inc., et al. (70-9897)**

Allegheny Energy, Inc. ("Allegheny"), a registered holding company, Allegheny Ventures, Inc. ("Ventures"), a direct wholly owned nonutility subsidiary company of Allegheny, both located at 10435 Downsville Pike, Hagerstown, Maryland 21740; and Allegheny Energy Supply Company, L.L.C. ("AE Supply"), 4350 Northern Pike, Monroeville, Pennsylvania 15146-2841, a direct wholly owned generating subsidiary company except by order under section 3(a)(2) of the Act and direct held by Allegheny; (collectively, "Applicants") have filed a post-effective amendment under sections 6(a) and 7, of the Act, and rules 53 and 54 under the Act.

By order dated December 31, 2001 (HCAR No. 27486) ("Order"), the Commission authorized, among other things, through July 31, 2005 ("Authorization Period"): (1) Allegheny to issue up to \$1 billion in equity securities<sup>1</sup> and (2) Allegheny and/or AE

<sup>1</sup> Specifically, the Order stated, "Allegheny may issue common stock or options, warrants or other stock purchase rights exercisable for common stock in public or privately negotiated transactions for cash or as consideration for the equity securities or assets of other companies, provided that the acquisition of securities of the equity securities or assets has been authorized in this proceeding, a separate proceeding, or is exempt by the Act or the rules under the Act."

Supply to issue short-term debt<sup>2</sup> and long-term debt in an aggregate amount up to \$4 billion. Applicants now seek to amend the authorization granted in the Order.

Specifically, Applicants now make the following requests:

(1) Allegheny to issue up to an aggregate of \$1 billion at any one time outstanding through the Authorization Period to issue and sell, common stock or options, warrants or other stock purchase rights exercisable for common stock or contracts to purchase common stock in public or privately negotiated for cash or as consideration for the acquisition of equity securities or assets of other companies, provided in section 32 and 33 of the Act and under rule 58; and

(2) Allegheny and AE Supply seek to modify the Order to extend the maturity of the Notes from 270 days to 364 days.

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

**J. Lynn Taylor,**

*Assistant Secretary.*

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**SECURITIES AND EXCHANGE COMMISSION**

**[File No. 1-13841]**

**Issuer Delisting; Notice of Application for Withdrawal From Listing and Registration on the American Stock Exchange LLC (the Rottlund Company, Inc., Common Stock, Par Value \$.10 Per Share)**

March 8, 2002.

The Rottlund Company, Inc., a Minnesota corporation ("Issuer"), 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, par value, \$.10 per share ("Security"), from listing and registration on the American Stock Exchange LLC ("Amex" or "Exchange").

On March 5, 2002, the Board of Directors of the Issuer ("Board") approved a resolution to withdraw the Issuer's Security from the Amex. On January 24, 2002, the Issuer commenced

<sup>2</sup> The Order generally provided that short-term debt will not have a maturity of less than one day and not more than 364 days. The Order also provided that notes payable to banks would have a maturity of not more than 270 days after the date of issuance or renewal ("Notes").

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

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

a tender offer to purchase any and all of the outstanding shares of its Security, pursuant to the terms and conditions set forth in the Issuer's Tender Offer Statement filed with the Commission (the "Offer"). The Offer expired on March 6, 2002 and, as a result, the Issuer no longer meets Amex's required maintenance standards concerning the number of registered shareholders of the Security. In addition, the Issuer also cites the following reasons for withdrawal of its Security from the Amex; (i) the Security has had historically low trading prices and trading volume; (ii) the costs of remaining a publicly-traded company are significant; (iii) the Issuer has not been able to realize the benefits associated with being a publicly-traded company; and (iv) as a result of the merger, the Issuer will no longer have any public shareholders. Consequently, the Issuer has not made alternative arrangements for the trading of the Security following its delisting from the Amex.

The Issuer stated in its application that it has met the requirements of Amex Rule 18 by complying with all applicable laws in effect in the state of Minnesota, in which it is incorporated, and with the Amex's rules governing an issuer's voluntary withdrawal of a security from listing and registration. The Issuer's application relates solely to the Security's withdrawal from listing and registration under Section 12(b) of the Act<sup>3</sup> and shall not affect its obligation to be registered under Section 12(g) of the Act.<sup>4</sup>

Any interested person may, on or before March 29, 2002 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>5</sup>

**Jonathan G. Katz,**

*Secretary.*

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

<sup>4</sup> 15 U.S.C. 78l(g).

<sup>5</sup> 17 CFR 200.30-3(a)(1).