

duties of Independent Trustees will be engaged to represent the Independent Trustees. The selection of such counsel will be within the discretion of the then-existing Independent Trustees.

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

Margaret H. McFarland,

Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

Sunshine Act Meetings

Notice is hereby given, pursuant to the provisions of the Government in the Sunshine Act, Pub. L. 94-409, that the Securities and Exchange Commission will hold the following meetings during the week of July 22, 2002:

Closed Meetings will be held on Monday, July 22, 2002, at 2:30 p.m. and Tuesday, July 23, 2002, at 2:30 p.m., and an Open Meeting will be held on Wednesday, July 24, 2002, at 2:30 p.m., in Room 1C30, the William O. Douglas Room.

Commissioners, Counsel to the Commissioners, the Secretary to the Commission, and recording secretaries will attend the Closed Meetings. Certain staff members who have an interest in the matters may also be present.

Commissioner Glassman, as duty officer, determined that no earlier notice thereof was possible.

The General Counsel of the Commission, or his designee, has certified that, in his opinion, one or more of the exemptions set forth in 5 U.S.C. 552b(c)(3), (5), (7), (9)(B), and (10) and 17 CFR 200.402(a)(3), (5), (7), (9)(ii) and (10), permit consideration of the scheduled matters at the Closed Meetings.

The subject matter of the Closed Meeting scheduled for Monday, July 22, 2002, will be:

Formal orders of investigation;
Institution and settlement of injunctive actions; and
Institution and settlement of administrative proceedings of an enforcement nature.

The subject matter of the Closed Meeting scheduled for Tuesday, July 23, 2002, will be:

Institution and settlement of injunctive actions;
Institution and settlement of administrative proceedings of an enforcement nature;
Amici participation; and
Opinion.

The subject matter of the Open Meeting scheduled for Wednesday, July 24, 2002, will be:

1. The Commission will consider whether to adopt rules governing customer margin for security futures. The rules would be adopted jointly with the Commodity Futures Trading Commission pursuant to section 7(c)(2) of the Securities Exchange Act of 1934 ("Exchange Act"), which, among other things, requires that the customer margin requirements for security futures be consistent with the margin requirements for comparable option contracts traded on any exchange registered pursuant to section 6(a) of the Exchange Act and provide for initial and maintenance margin levels that are not lower than the lowest level of margin, exclusive of premium, required for comparable exchange-traded options.

2. The Commission will consider whether to propose a new rule that would require analysts to provide certifications regarding research reports and to provide disclosures regarding their compensation related to those reports.

At times, changes in Commission priorities require alterations in the scheduling of meeting items. For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact:

The Office of the Secretary at (202) 942-7070.

Dated: July 19, 2002.

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 02-18696 Filed 7-19-02; 11:48 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-46210; File No. SR-Amex-2001-08]

Self-Regulatory Organizations; Order Granting Approval to Proposed Rule Change by the American Stock Exchange LLC To Relax Certain Restrictions on Specialist Affiliates

July 16, 2002.

I. Introduction

On February 14, 2001, the American Stock Exchange LLC ("Amex" or "Exchange") filed with the Securities and Exchange Commission ("Commission"), pursuant to section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 19b-4 thereunder,² a proposal to provide an exemption to the general rule against a specialist affiliate serving as an officer or director of a company for which that specialist is registered. On March 14,

2001, the Commission published the proposed rule change in the **Federal Register**.³ The Commission received no comments on the proposal. This order approves the proposed rule change.

II. Description of the Proposal

Amex and the New York Stock Exchange ("NYSE") each have a general rule that prohibits a director of an issuer from being an approved person of a member organization that specializes in that issuer's securities.⁴ The exchanges differ, however, in that the NYSE's rules allow for exemptions to this general prohibition,⁵ but Amex's rules do not. Amex has stated that, since investment banks frequently have personnel serving as directors of private and public companies, the absence of an exemption from Amex Rules 186(a) and 950(i) may create a disincentive for investment banks to establish or maintain a specialist affiliate on the Exchange. Amex, accordingly, has proposed to provide an exemption from Amex Rules 186(a) and 950(i) for specialist affiliates that establish Exchange-approved information barriers.

The Exchange also has proposed a technical correction to Amex Rule 193 to clarify that one of the exemptions provided for by that rule applies to options specialists as well as equity specialists. Currently, Amex Rule 193(c) explicitly provides an exemption to the restrictions in Amex Rule 170 only for approved persons of equity specialists, although the rule implicitly extends this exemption to options specialists.⁶ The proposed rule change would explicitly do so.

III. Discussion

The Commission finds that the proposed rule change is consistent with

³ See Securities Exchange Act Release No. 44048 (March 7, 2001), 66 FR 14945.

⁴ See NYSE Rule 460(b) ("No member or his member organization or any other member, allied member, or approved person in such member organization or officer or employee of the member organization shall be a director of a company if such member specializes in the stock of that company"); Amex Rule 186(a) ("No specialist or any member in his member organization, officer, employee or approved person therein shall be an officer or director of a corporation which has a security admitted to trading on the Exchange in which security the specialist is registered"). See also Amex Rule 950(i) (extending the provisions of Amex Rule 186 to the trading of option contracts).

⁵ See NYSE Rule 98, Guidelines for Approved Persons Associated with a Specialist's Member Organization.

⁶ Amex Rule 170(e) provides that no approved person who is affiliated with a specialist may purchase or sell any security in which such specialist is registered for any account in which that the approved person has a direct or indirect interest. Amex Rule 950(n) states that Amex Rule 170 (and Commentaries .03 and .04 thereto) apply to option transactions on the Exchange.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

the Act and the rules and regulations thereunder applicable to a national securities exchange.⁷ In particular, the Commission finds that the proposal is consistent with section 6(b)(5) of the Act⁸ which requires, among other things, that the rules of an exchange be designed to promote just and equitable principles of trade; to facilitate transactions in securities; to remove impediments to and perfect the mechanisms of a free and open market and a national market system; and, in general, to protect investors and the public interest.

In 1986, the Commission approved Amex Rule 193 and NYSE Rule 98, which allow an approved person of a specialist organization to be exempt from a number of exchange restrictions, provided there are exchange-approved informational firewalls between that person and the affiliated specialist.⁹ In 1993, the Commission approved an additional exemption under NYSE Rule 98 which allows an approved person of a specialist organization to serve as an officer or director of an issuer in whose securities the specialist is registered, provided the firewall requirement is met.¹⁰ Amex now proposes to adopt the same exemption for which the NYSE received approval in 1993.

In its 1993 approval order, the Commission stated that the exemption which allows an approved person to serve as a director or officer is "appropriate * * * so as not to place insurmountable restrictions on full-service member organizations."¹¹ The Commission continues to believe that such an exemption is appropriate and consistent with the requirements of the Act. The informational firewalls, which must be approved by the Exchange, are a reasonable means of ensuring that approved persons do not misuse their informational advantage and, thus, help protect investors and the public interest.¹²

⁷ In approving the proposed rule change, the Commission notes that it has considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

⁸ 15 U.S.C. 78f(b)(5).

⁹ See Securities Exchange Act Release No. 23768 (November 3, 1986), 51 FR 41183 (November 13, 1986).

¹⁰ See Securities Exchange Act Release No. 33080 (October 20, 1993), 58 FR 57654 (October 26, 1993).

¹¹ 58 FR at 57655.

¹² Amex has provided the Commission with a letter describing the means by which it would surveil these informational firewalls. See Letter from Bill Floyd-Jones, Assistant General Counsel, Amex, to Alton Harvey, Office Head, Office of Market Watch, Commission, dated January 14, 2002. The Commission's Office of Compliance Inspections and Examinations intends to review these surveillance procedures during its next inspection of Amex.

IV. Conclusion

It is therefore ordered, pursuant to section 19(b)(2) of the Act,¹³ that the proposed rule change (SR-Amex-2001-08) is approved.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.¹⁴

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 02-18491 Filed 7-22-02; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-46218; File No. SR-Amex-2002-46]

Self-Regulatory Organizations; Notice of Filing of Proposed Rule Change by the American Stock Exchange LLC Relating to Amex Listing Agreement

July 17, 2002.

Pursuant to section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),¹ and Rule 19b-4 thereunder,² notice is hereby given that on May 29, 2002, the American Stock Exchange LLC ("Amex" or "Exchange") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II, and III below, which items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The Amex proposes to amend the Amex Listing Agreement for issuers listing under Sections 106 (*Currency and Index Warrants*) and section 107 (*Other Securities*) of the Amex Company Guide; and Rules 1000 (*Portfolio Depositary Receipts*), 1000A (*Index Fund Shares*) and 1200 (*Rules of General Application*; Trust Issued Receipts) to provide that the issuer cannot implead, cross-claim against, or sue the Exchange and its affiliates as a result of third party claims against the issuer. The text of the proposed rule change follows. Proposed new language is in italics; proposed deletions are in brackets.

Listing Agreement

_____ (the "Company"), in consideration of the listing of its

¹³ 15 U.S.C. 78s(b)(2).

¹⁴ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

securities, hereby agrees, with the American Stock Exchange LLC (the "Exchange") that:

* * * * *

(4) In order to publicize the Company's listing on the Exchange, the Company authorizes the Exchange to use the Company's corporate logos, Web site address (URS): _____, trade names, and trade/service marks in order to convey quotation information, transactional reporting information, and other information regarding the Company in connection with the Exchange. In order to ensure the accuracy of the information, the Company agrees to provide the Exchange with the Company's current corporate logos, Web site address, trade names, and trade/service marks and with any subsequent changes. Questions regarding logo usage should be directed to _____ at () _____.

The Company indemnifies the Exchange and holds it harmless from any third party rights and/or claims arising out of use of the Exchange or any affiliate ("Corporations") of the Company's corporate logos, Web site address, trade names, trade/service marks, and/or trading symbol used by the Company.

In the event that any claim of any kind is brought by a third party against the Company arising out of the listing and/or trading on the Exchange of the listed securities, the Company agrees that it will not implead, cross-claim against or commence a separate action against any of the Corporations or otherwise attempt to obtain contribution, indemnification or any other form of recovery from any of the Corporations relating to such third party claim.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Amex has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.