Company name	Country	File No.
Viceroy Resource Corp	Canada	82–1193
Viktor Lenac Shipyard D.D. Rijeka	Croatia	82–5219
Village Roadshow Ltd	Australia	82–4513
Vinci	France	82–4781
VNU N.V	Netherlands	82–2876
Vodafone Panafon Hellenic Telecommunications	Greece	82–4969
Vodafone Telecel Comunicacoe Pessoais S.A	Portugal	82–4528
Vodatel Networks Holdings Ltd	Bermuda	82–5146
Vri Biomedical Ltd	Australia	82–34683
Vtech Holdings Ltd	Bermuda	82–3565
Wal Mart de Mexico S.A. de C.V	Mexico	82–4609
Wanadoo	France	82–5150
Washtec AG	Germany	82–4888
Westone Ventures Inc	Canada	82–4890
Wienerberger Baustoffindustrie AG	Austria	82–4316
William Hill plc	United Kingdom	82–34679
Windarra Minerals Ltd	Canada	82–561
Wolford AG	Austria	82–4403
Woodside Petroleum Ltd	Australia	82–2280

[FR Doc. 03–16005 Filed 6–24–03; 8:45 am]
BILLING CODE 8010–01–U

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–48053; File No. SR–Amex–2003–50]

Self-Regulatory Organizations; Notice of Filing and Immediate Effectiveness of Proposed Rule Change by the American Stock Exchange LLC and Amendment No. 1 Thereto Relating to a Marketing Fee To Be Imposed on Certain Transactions of Specialists and Registered Options Traders

June 17, 2003.

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, 2003, 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 the Amex has prepared. On June 16, 2003, the Amex filed Amendment No. 1 to the proposed rule change.[3] The Amex has designated this proposal as one establishing or changing a due, fee, or other charge imposed by the Amex under Section 19(b)(3)(A)(ii) of the Act,[4] which renders the proposal effective upon filing with the Commission. The Commission is publishing this notice to solicit comments from interested persons on the proposed rule change, as amended.

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

The Amex proposes to reinstate a marketing fee to be imposed on certain transactions of specialists and registered options traders. The revenue generated by this fee would be used to compete with other exchanges for order flow in equity options traded on the Exchange.

The text of the proposed rule change is available at the Amex and at the Commission.

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 Amex included statements concerning the purpose of and basis for its proposal and discussed any comments it had received regarding the proposal. 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.

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

1. Purpose

In July 2000, the Amex imposed a marketing fee of $0.40 per contract on the transactions of specialists and registered options traders in equity options. The Exchange collected the fee and allocated the funds to the specialists, who then used the funds to pay broker-dealers for orders they directed to the Exchange. In August 2001, the Exchange suspended the collection of the fee. At the time Amex suspended its marketing fee, some of the other options exchanges also suspended their marketing fee programs. Now, however, payment for order flow programs are again in place at each of the other options exchanges. The Amex believes that these programs operate to the competitive disadvantage of the Amex. The Exchange has traditionally opposed all forms of payment for order flow, especially SRO-sponsored programs,[5] believing, among other

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

[3] *See* letter from Claire P. McGrath, Senior Vice-President and Deputy General Counsel, NASD, to Nancy Sanow, Assistant Director, Division of Market Regulation, Commission, dated June 13, 2003 (''Amendment No. 1''). For purposes of calculating the 60-day abrogation period, the Commission considers the proposed rule change to have been filed on June 16, 2003, when Amendment No. 1 was filed.

[4] 15 U.S.C. 78s(b)(3)(A)(ii).

[5] *See, e.g.*, letter from James R. Jones, Chairman, Amex, to Jonathan Katz, Secretary, Commission dated December 8, 1992; Testimony of James R. Jones, Chairman, Amex, before the House Subcommittee on Telecommunications and Finance, dated, April 14, 1993; Answers to Post-Hearing Questions Relating to April 14, 1993, Hearing on the Future of the Stock Market, American Stock Exchange, Inc.; letter from Jules L. Winters, Chief Operating Officer, Amex, to Jonathan Katz, Secretary, Commission, dated December 21, 1993; letter from Jules L. Winters, Chief Operating Officer, Amex, to The Honorable Edward J. Markey, Chairman, and The Honorable Jack Fields, Ranking Republican Member, House Subcommittee on Telecommunications and Finance, dated April 7, 1994; letter from James F. Duffy, Executive Vice President and General Counsel, Amex, to Jonathan Katz, Secretary, Commission, dated January 12, 1995; letters from Richard F. Syron, Chairman & CEO, Amex, to The Honorable Thomas J. Bliley, Jr., Chairman, House Committee on Commerce, and The Honorable Jack Fields, Chairman, House Subcommittee on Telecommunications and Finance, dated August 4, 1995; letter from Thomas F. Ryan, Jr. President and COO, Amex, to Jonathan Katz, Secretary, Commission, dated February 1, 1996; letter from Thomas F. Ryan, Jr., President and COO, Amex, to Jonathan Katz, Secretary, Commission, dated February 26, 1997; letter from Michael J. Ryan, Jr., Executive Vice President and General Counsel, Amex, to Annette Nazareth, Director, Division of Market Regulation, Commission, dated December 10, 2001; letter from Michael J. Ryan, Jr., Executive Vice President and General Counsel, Amex, to Jonathan Katz,

things, that they create the appearance of serious conflicts of interest between the business objectives of the self-regulatory organization and its statutory duties, and can compromise a broker's fiduciary obligation to achieve best execution of its customers' orders. However, given the institution of payment for order flow programs at all other options exchanges and the continuation of payment for order flow programs by some specialist and market making organizations, the Amex believes that it may be necessary to re-institute its payment for order flow program in order to respond to these competitive pressures. Notwithstanding the Amex's decision to reinstate a payment for order flow program, the Amex continues to urge the Commission to ban all forms of payment for order flow.

After thorough consideration, the Exchange has determined to reinstate its marketing fee program in a modified form effective June 2, 2003. The revenue generated by these marketing fees would be used to compete for order flow in equity options listed for trading on the Exchange. The fee would be imposed at a rate of $.40 per contract on specialist and registered option trader transactions.

The Exchange has determined to collect the marketing fee on only those specialist and registered option trader transactions involving customer orders from firms that accept payment for directing their orders to the Exchange (''payment-accepting firms''). In addition, the specialists would be solely responsible for negotiating payment for order flow arrangements with payment-accepting firms. Specialists would not be required to negotiate with any payment-accepting firms. Accordingly, the marketing fee would be assessed only on those specialist and registered option trader transactions resulting from orders from customers of payment-accepting firms with whom a specialist has negotiated a payment for order flow arrangement. If a specialist has negotiated a payment to a firm of less than $.40 per contract, the difference between $.40 and the actual payment would be refunded to the specialist and the registered options traders. In addition, the marketing fee would be assessed only on transactions of specialists and registered option traders with orders from customers of payment-accepting firms that are for 200 contracts or less.

The Exchange would not have any role with respect to the negotiations between specialists and payment-accepting firms. Rather, the Exchange proposes to collect and administer the payment of the fee collected on those transactions for which the specialist has advised the Exchange that it has negotiated with a payment-accepting firm to pay for the firm's order flow. The Exchange would provide general administrative support for the program; in particular, the Exchange would keep track of the number of qualified orders sent by a payment-accepting firm, bill specialists and registered options traders through their clearing firms, and issue payments to payment-accepting firms to reflect the collection and payment of the marketing fee. All of the funds generated by the fee would be used only for the purpose of paying the firms for order flow they send to the Exchange.

According to Amex, it is important to note that although specialist and registered option trader transactions resulting from customer orders from firms that do not accept payment for their orders are not subject to the fee, Exchange specialists and registered options traders would have no way of identifying prior to execution whether a particular order is from a payment-accepting firm, or from a firm that does not accept payment for their order flow.

In connection with the reinstitution of a payment for order flow program that is funded by an Amex marketing fee, the Exchange will issue an Information Circular to its members that emphasizes the disclosure and best execution obligations of members who accept such payment.

The Exchange believes that the marketing fee program would provide for the equitable allocation of a reasonable fee among Exchange members, and that it is designed to enable the Exchange to compete with other markets in attracting order flow in multiply traded options from firms that include payment as a factor in their order-routing decisions. Because the marketing fee would be collected only on those transactions resulting from customer orders of a payment-accepting firm that the specialist has independently negotiated with to pay for that firm's order flow, the Amex believes that there would be a direct and fair correlation between those members who fund the marketing fee program and those who receive the benefits of the program.

The Amex states that, as the Commission knows, it strenuously objects to all forms of payment for order flow because it believes that they create an inappropriate and unnecessary appearance of conflict of interest between the business interest of receiving payment for order flow and the fiduciary duty to achieve best execution. The Amex believes that SRO-sponsored payment for order flow programs are particularly inappropriate because, in its view, the self-regulatory organization's statutory duty to oversee and enforce its members' best execution obligations with respect to their order-routing decisions, while simultaneously paying for the members' order flow, creates an obvious appearance of a conflict of interest. Nevertheless, the Exchange believes that this rule filing is consistent with the Act because it would allow the Exchange to maintain its competitive position in relation to other self-regulatory organizations that have in place either a Commission-approved payment for order flow program [6] or programs that have otherwise become effective under the Act. In addition, the Amex believes that the proposed marketing fee would serve to enhance the competitiveness of the Amex and its members and that this proposal therefore is consistent with and furthers the objectives of the Act, including specifically Section 6(b)(5) thereof,[7] which requires the rules of exchanges to be designed to remove impediments to and to perfect the mechanism of a free and open market and a national market system, and Section 11A(a)(1) thereof,[8] which reflects the findings of Congress that it is in the public interest and appropriate for the protection of investors and the maintenance of fair and orderly markets to assure fair competition among brokers and dealers and among exchange markets.

2. Statutory Basis

The Amex believes the proposed rule change is consistent with Section 6(b) of

Secretary, Commission, dated October 28, 2002; letter from Michael J. Ryan, Jr., Executive Vice President and General Counsel, Amex, to Chairman Harvey L. Pitt, Chairman, Commission, and Cynthia A. Glassman, Harvey J. Goldschmid, Paul S. Atkins, and Roel Campos, Commissioners, Commission, dated November 19, 2002; letter from Michael J. Ryan, Jr., Executive Vice President and General Counsel, Amex, to Jonathan Katz, Secretary, Commission, dated November 19, 2002; letter from Michael J. Ryan, Jr., Executive Vice President and General Counsel, Amex, to Chairman Harvey L. Pitt, Chairman, Commission, and Cynthia A. Glassman, Harvey J. Goldschmid, Paul S. Atkins, and Roel Campos, Commissioners, Commission, dated January 31, 2003; letter from Salvatore F. Sodano, Chairman & Chief Executive Officer, Amex, to Harvey L. Pitt, Chairman, Commission, dated February 6, 2003; and letter from Salvatore F. Sodano, Chairman & Chief Executive Officer, Amex, to Harvey L. Pitt, Chairman, Commission, dated February 10, 2003.

[6] *See* Securities Exchange Act Release No. 43833 (January 10, 2001) 66 FR 7822 (January 25, 2001).

[7] 15 U.S.C. 78f(b)(5).

[8] 15 U.S.C. 78k–1.

the Act,[9] in general, and with Section 6(b)(4)[10] in particular, in that it would provide for the equitable allocation of reasonable dues, fees, and other charges among its members.

B. Self-Regulatory Organization's Statement on Burden on Competition

The Amex does not believe that the proposed rule change would impose any burden on competition.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received From Members, Participants or Others

The Amex neither solicited nor received written comments with respect to the proposed rule change.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Because the foregoing rule change establishes or changes a due, fee, or other charge imposed by the Amex, it has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act [11] and Rule 19b-4(f)(2) thereunder.[12] At any time within 60 days after the filing of Amendment No. 1 to the proposed rule change, the Commission may summarily abrogate the rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposal 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 number SR–Amex–2003–50 and should be submitted by July 16, 2003.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.[13]

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 03–16006 Filed 6–24–03; 8:45 am]

BILLING CODE 8010–01–P

[9] 15 U.S.C. 78f(b).

[10] 15 U.S.C. 78f(b)(4).

[11] 15 U.S.C. 78s(b)(3)(A)(ii).

[12] 17 CFR 240.19b–4(f)(2).

[13] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–48041; File No. SR–AMEX–2003–06]

Self-Regulatory Organizations; Notice of Filing of Proposed Rule Change and Amendment No. 1 by the American Stock Exchange LLC Relating to Mandatory Continuing Education for All Floor Members and Mandatory Continuing Education and Initial Test Requirements for Floor Clerks of Members and Member Firms

June 17, 2003.

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 February 3, 2003, 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 Amex. On May 21, 2003, the Amex amended the proposed rule change.[3] The Commission is publishing this notice to solicit comments on the proposed rule change, as amended, from interested persons.

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

The Exchange proposes to adopt Amex Rule 359 (Mandatory Continuing Education for all Floor Members and Mandatory Continuing Education and Initial Test Requirements for Floor Clerks of Members and Member Firms) to ensure that Floor members are regularly apprised of critical regulatory and operational issues affecting the Exchange and that all other individuals affiliated with members or member organizations, and necessary for the transaction of business on the Amex trading floor, demonstrate a basic understanding of the auction market, as well as an understanding of the critical regulatory and operational issues affecting the Exchange in particular, and the securities industry in general. Below is the text of the proposed rule change. Proposed new text is *italicized.*

* * * * *

Mandatory Continuing Education for all Floor Members and Mandatory Continuing Education and Initial Test Requirements for Floor Clerks of Members and Member Firms.

Rule 359. All regular and options principal members, limited trading permit holders, their clerks (post, booth and DK) active in the business of the Exchange trading floor will be required to participate in the Exchange-sponsored mandatory continuing education program to be conducted annually and at such other times as the Exchange deems appropriate. Any individual who fails to attend a mandatory continuing education program will be subject to disciplinary action under the Exchange's Minor Rule Violation Fine System.

Additionally, all floor clerks, with no previous trading floor experience (other than those performing strictly ministerial functions) who are employed after the adoption of this rule will be subject to the training and are required to pass a qualifying exam; and all specialist clerks, with no previous trading floor experience, who are employed after the adoption of this rule, will be subject to additional training and an additional qualifying exam.

The Exchange will levy a per program fee as indicated in its Schedule of Fees for each participant (members and clerks) in any of the continuing education and testing programs.

* * * * *

Amex Price List

Member Fees

I. Membership Dues

No change.

II. Initiation Fees

No change.

III. Membership Fees

No change.

IV. Examination Fees

No change.

V. Continuing Education Fees

$50.00 per participant/per year

Notes: No change.

* * * * *

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

[3] *See* Letter from Ivonne L. Natal, Associate General Counsel, Amex, to Katherine A. England, Assistant Director, Division of Market Regulation, Commission, dated May 20, 2003 (''Amendment No. 1''). In Amendment No. 1, the Exchange replaced the original filing in its entirety.