

The Board of Directors ("Board") of the Issuer unanimously approved a resolution on December 16, 2002 to withdraw the Issuer's Security from listing on the Amex. The Board took such action in order to maximize shareholder value with respect to the proposed asset sale transactions and in light of the significant costs associated with continued listing and registration on the Amex. In addition, the Issuer states that over the past several months there have been fewer than 300 shareholders of record in the Security. The Issuer represents that the Security is currently quoted on the Pink Sheets.

The Issuer's application relates solely to the withdrawal of the Securities from listing on the Amex and from registration under section 12(b) of the Act³ shall not affect its obligation to be registered under section 12(g) of the Act.⁴

Any interested person may, on or before February 3, 2003, 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.⁵

Jonathan G. Katz,
Secretary.

[FR Doc. 03-955 Filed 1-15-03; 8:45 am]

BILLING CODE 8010-01-P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-27637]

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

January 10, 2003.

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 February 4, 2003, 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 February 4, 2003, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

TXU US Holdings Company (70-10046)

TXU US Holdings Company ("TXU Holdings"), located at Energy Plaza, 1601 Bryan Street, Dallas, Texas 75201-3411, has filed an application under section 3(a)(1) of the Act, for an order exempting TXU Holdings and its subsidiary companies from regulation under all of the provisions of the Act, except section 9(a)(2).

TXU Holdings is a subsidiary of TXU Corp., an exempt holding company under section 3(a)(1) of the Act.¹ Prior to implementation of the restructuring plan that is described below ("Restructuring"), TXU Holdings (formerly, TXU Electric Company) ("TXU Electric"), was engaged in the generation, transmission, purchase and distribution of electric energy in the north-central, eastern and western parts of Texas. As of December 31, 2000, TXU Electric provided service to approximately 2.6 million customers in 92 counties and 370 incorporated municipalities, including the Dallas-Fort Worth area of Texas.

Prior to the Restructuring, TXU Corp. indirectly owned all of the issued and outstanding common stock of TXU SESCO Company ("TXU SESCO"), an electric utility company. As of December 31, 2000, TXU SESCO served approximately 43,000 customers in parts of ten counties in eastern and central Texas having a population estimated at 127,000. TXU Corp. also

owns all of the issued and outstanding common stock of TXU Gas Company, a gas utility company that serves approximately 1,438,024 industrial, commercial, residential and agricultural customers in the north-central, eastern and western parts of Texas.

As part of the Restructuring, all of the electric transmission and distribution facilities previously owned by TXU Electric and TXU SESCO were transferred on January 1, 2002, to a new company, TXU Electric Delivery Company, which was subsequently renamed Oncor Electric Delivery Company ("Oncor").² Oncor is a direct wholly-owned subsidiary of TXU Holdings (formerly TXU Electric) and an indirect wholly-owned subsidiary of TXU Corp. On December 31, 2001, TXU Electric also transferred all of its generating plants to six indirect subsidiaries of TXU Electric, each of which has been determined by the Federal Energy Regulatory Commission to be an exempt wholesale generator ("EWG"). Also as part of the Restructuring, TXU Corp. transferred to TXU Holdings the merchant energy trading operations previously conducted by subsidiaries of TXU Gas Company and other subsidiaries engaged in providing energy services, mining operations, and fuel procurement.

As part of the Restructuring: (1) TXU Electric transferred its electric transmission and distribution assets to Oncor on January 1, 2001, as a capital contribution, and Oncor assumed certain associated liabilities of TXU Electric; (2) TXU Electric transferred its electric generation assets to six new indirect subsidiaries on December 31, 2001, which, as indicated, are EWGs; (3) the electric transmission and distribution assets of TXU SESCO were acquired by Oncor on January 1, 2001, through a statutory merger of a subsidiary of TXU SESCO, to which such assets had been transferred, into Oncor; and (4) TXU Electric transferred other non-utility assets to various new subsidiaries.

As a result of the Restructuring, the record indicates that TXU Holdings no longer conducts any business operations of its own, but is a holding company only, with one direct public-utility subsidiary (Oncor), whose operations are wholly within the State of Texas,

² Oncor was incorporated (under the name TXU Electric Delivery Company) under Texas law on November 6, 2001 in order to facilitate the structural separation (unbundling) of TXU Electric's electric transmission and distribution assets from its electric generation assets in accordance with the requirements of electric utility restructuring legislation passed in Texas in 1999. See Texas Utilities Code, 39.051.

³ 15 U.S.C. 78(b).

⁴ 15 U.S.C. 78(g).

⁵ 17 CFR 200.30-3(a)(1).

¹ See *TUC Holding Company, et al.* HCAR No. 26749 (Aug. 1, 1997).