

Please direct your written comments to Kenneth A. Fogash, Acting Associate Executive Director/CIO, Office of Information Technology, Securities and Exchange Commission, 450 5th Street, NW., Washington, DC 20549.

Dated: August 6, 2003.

**Margaret H. McFarland,**  
Deputy Secretary.

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## SECURITIES AND EXCHANGE COMMISSION

### Proposed Collection; Comment Request

*Upon Written Request, Copies Available From:* Securities and Exchange Commission, Office of Filings and Information Services, Washington, DC 20549.

#### Extension:

Rule 62/Form U-R-1, SEC File No. 270-166, OMB Control No. 3235-0152.

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") is soliciting comments on the collection for information summarized below. The Commission plans to submit this collection of information to the Office of Management and Budget for extension and approval.

Form U-R-1 is filed under Rule 62 (17 CFR 250.62), which implements sections 12(e) and 11(g) of the Public Utility Holding Company Act of 1935 ("Act") 15 U.S.C. 79 *et seq.* Section 12(e) of the Act (15 U.S.C. 791(e)), makes it unlawful to solicit "any proxy, power of attorney, consent, or authorization regarding any security of a registered holding company or a subsidiary company thereof in contravention of such rules and regulations or orders as the Commission deems necessary." Section 11(g) of the Act (15 U.S.C. 79k(g)) prohibits, in pertinent part, the solicitation of proxy, consent, authorization, power of attorney, deposit, or dissent in respect of any reorganization plan or any plan under Section 11 for the divestment of control, securities or other assets or for the dissolution of a registered holding company or any subsidiary thereof, unless the plan has been proposed or submitted to the Commission and is not made in contravention of any Commission rule and regulations or order.

Rule 62 prohibits the solicitation of authorization regarding any security of

a registered holding company or any of its subsidiaries, in connection with any reorganization subject to Commission approval. Rule 62 also prohibits such solicitation regarding any transaction, which is the subject of an application or declaration filed with the Commission, except with respect to a solicitation, which has become effective pursuant to a declaration filed with the Commission. Every declaration under Rule 62, if in connection with any reorganization, is to be filed on Form U-R-1. Rule 62 exempts from the filing requirements solicitations to not more than 25 owners of securities or claims, and actions taken as a depository or custodian of securities solicited by order.

Due primarily to subsequent enlargement of the scope of the Securities Exchange Act of 1934 ("34 Act"), the solicitations under the provisions of Rule 62 are now governed, as to both form and substance, by the provisions of the 34 Act. The filings specified by Rule 62 now consist merely of incorporating by reference the company's filing under Section 14 of the 34 Act as an exhibit to the application or declaration under the Act seeking authorization for the transaction to which the solicitation is ancillary. Rule 62 does govern the date of the commencement of the solicitation.

Form U-R-1 and Rule 62 allow the Commission to adequately enforce Sections 12(e) and 11(g) of the Act. Not requiring the information collection would seriously interfere with the Commission's efforts in this regard.

Respondents to the request for information in Form U-R-1 are registered public utility holding companies and their subsidiaries. We estimate the average time to prepare the information required by Form U-R-1 at 5 hours per response based on our informal questioning selected respondents. Since there are approximately 7 respondents who file each year, the total annual respondent reporting burden is 35 hours at \$115 per hour.

Written comments are invited on: (a) Whether the proposed collection of information is necessary for the proper performance of the functions of the agency, including whether the information will have practical utility; (b) the accuracy of the agency's estimate of the burden of the collection of information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information

technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

Please direct your written comments to Kenneth A. Fogash, Acting Associate Executive Director/CIO, Office of Information Technology, Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, DC 20549.

Dated: August 6, 2003.

**Margaret H. McFarland,**  
Deputy Secretary.

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-48298; File No. SR-NASD-2002-162]

### Self-Regulatory Organizations; Notice of Filing of Amendment Nos. 1 and 2 to Proposed Rule Change by National Association of Securities Dealers, Inc. Relating to Supervisory Control Amendments

August 7, 2003.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on November 4, 2002, the National Association of Securities Dealers, Inc. ("NASD"), filed with the Securities and Exchange Commission ("SEC" or "Commission") the proposed rule change. The proposed rule change was published for comment in the **Federal Register** on November 27, 2002.<sup>3</sup> On August 5, 2003, the NASD filed Amendment No. 1 to the proposed rule change.<sup>4</sup> On August 7, 2003, the NASD filed Amendment No. 2 to the proposed rule change.<sup>5</sup> Amendment Nos. 1 and 2 are described in Items I, II, and III below, which Items have been prepared by NASD. The Commission is publishing this notice to solicit comments on Amendment Nos. 1 and 2 to the proposed rule change from interested persons.

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> See Securities Exchange Act Release No. 46859 (November 20, 2002), 67 FR 70990.

<sup>4</sup> Amendment No. 1 replaces and supercedes the original filing in its entirety.

<sup>5</sup> See letter from Patrice M. Gliniecki, Senior Vice President and Deputy General Counsel, NASD, to Katherine A. England, Assistant Director, Division of Market Regulation, Commission, dated August 7, 2003 ("Amendment No. 2"). In Amendment No. 2, among other things, NASD clarified the term "heightened supervision" as the term is used in proposed NASD Rule 3012, and the term "heightened inspection procedures" as that term is used in proposed NASD Rule 3010.