

remaining competitive in the capital markets environment.¹⁰

For these reasons, the Exchange believes that the proposed rule change is consistent with Section 6 of the Act,¹¹ in general, and with Section 6(b)(4),¹² in particular, in that it provides for the equitable allocation of reasonable dues, fee and other charges among its members and issuers and other persons using its facilities.

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

The Exchange believes that the proposed rule imposes no burden on competition.

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

The Exchange received written comments.¹³

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

With 35 days of the publication of this notice in the **Federal Register** or within such longer period (i) as the Commission may designate up to 90 days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

(A) By order approve the proposed rule change, or

(B) Institute proceedings to determine whether the proposed rule change should be disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change 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, 450 Fifth Street, NW, Washington, DC 20549. Copies of such filing will also be available for inspection and copying at the principal office of the Phlx. All submissions should refer to File No. SR-Phlx-99-51 and should be submitted by March 9, 2000.

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

Margaret H. McFarland,

Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-42408; File No. SR-Phlx-99-17]

Self Regulatory Organizations; Philadelphia Stock Exchange, Inc.; Order Approving Proposed Rule Change and Notice of Filing and Order Granting Accelerated Approval to Amendments No. 1 and 2 to the Proposed Rule Change Relating to Trustees of Stock Exchange Fund

February 9, 2000.

I. Introduction

On June 9, 1999, the Philadelphia Stock Exchange, Inc. ("Phlx" or "Exchange") filed with the Securities and Exchange Commission ("Commission" or "SEC"), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 19b-4 thereunder,² a proposed rule change to amend Article IX of its By-Laws, concerning Trustees of Stock Exchange Fund. Notice of the proposal appeared in the **Federal Register** on July 9, 1999.³ The Commission received no comments on the proposal. The Phlx subsequently submitted Amendment No. 1 to the proposed rule change on August 16, 1999⁴ and Amendment No.

2 on November 5, 1999.⁵ The proposed change relates specifically to Section 9-5, concerning Agent of Trustees, and Section 9-6, concerning Reports. This notice and order approves the proposed rule change, as amended, and solicits comments from interested persons on Amendment Nos. 1 and 2.

II. Description of the Proposal

Section 9-5 of Article IX currently mandates that the Trustees of the Stock Exchange Fund, with the approval of the Board of Governors, appoint a Trust Company to act as their Agent to hold the securities of the Exchange for safeguarding and to collect the interests, dividends, and income from the Fund for the Treasurer of the Exchange. The Agent also is empowered to make deliveries of securities held for the Trustees of the Stock Exchange Fund from time to time as the Trustees of the Stock Exchange Fund direct.

The proposed rule change, as amended, deletes reference to a Trust Company and mandates that the Trustees, with the approval of the Board of Governors, appoint as Agents for such purpose either a broker-dealer registered with the Commission under Section 15 of the Act⁶ or a bank as defined in Section 3(a)(6) of the Act.⁷ The reason for the change, according to Phlx, is that the Exchange no longer utilizes its subsidiary, the Philadelphia Depository Trust Co., for such services.

Section 9-6 of Article IX currently mandates that the Trustees of the Stock Exchange Fund submit to the Phlx Board of Governors at least quarterly a statement of the investments of the Exchange. The proposed rule change would mandate that the Trustees submit the quarterly statement to the Finance Committee of the Exchange, and that the Finance Committee then forward it to the Board of Governors with its recommendation.⁸ The Board believes that oversight by the Finance Committee of the Trustees of the Stock Exchange Fund is appropriate, since the Finance

Associate Director, Division of Market Regulation, Commission, dated August 11, 1999. The substance of Amendment No. 1 is discussed below.

⁵ See Letter from Murray L. Ross, Vice President and Secretary, Phlx, to Michael Walinskas, Deputy Associate Director, Division of Market Regulation, Commission, dated November 4, 1999. The substance of Amendment No. 2 is discussed below.

⁶ 15 U.S.C. 78o.

⁷ 15 U.S.C. 78c(a)(6).

⁸ Such recommendation may vary according to issues that may arise, including such matters as altering the portfolio mix and appointing a new Agent pursuant to Section 9-5 of Article IX as amended by this proposal. Telephone conversation between Murray L. Ross, Vice President and General Secretary, the Phlx, and Karl Varner, Special Counsel, and Ira L. Brandriss, Attorney, the Commission, on February 9, 2000.

¹⁰ In addition, the exchange has separately proposed to amend its schedule of fees, dues, and charges to allow for a monthly credit of up to \$1,000 to be applied against certain fees, dues, charges and other amounts owed to the Exchange by an owner who is also a member of the Exchange (SR-Phlx-99-54).

¹¹ 15 U.S.C. 78f(b).

¹² 15 U.S.C. 79f(b)(5).

¹³ In connection with SR-Phlx-99-43, see *supra* note 6, the Exchange received comments from the following parties: Bloom Staloff, Robert W. Baird & Co., Inc., William J. Kramer, Doris Elwell, Benton Partners, Karen D. Janney, Robert Leff, and Vanasco, Wayne & Genelly.

¹⁴ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Securities Exchange Act Rel. No. 41591 (July 1, 1999), 64 FR 37187.

⁴ See Letter from Murray L. Ross, Vice President and Secretary, Phlx, to Michael Walinskas, Deputy

Committee, pursuant to Article X of the Exchange's By-Laws, Section 10-15, has charge of the funds of the Exchange and serves in an advisory capacity to the Board in the investment and sale of securities held by the Exchange.

III. Discussion

For the reasons discussed below, the Commission finds that the proposed rule change is consistent with the Act and the rules and regulations promulgated thereunder.⁹ Specifically, the Commission finds that the proposed rule change is consistent with the Section 6(b)(5)¹⁰ requirements that the rules of a national securities exchange be designed to promote just and equitable principles of trade and protect investors and the public interest.

The proposal, as amended, would require that the Trustees of the Stock Exchange Fund appoint either a registered broker-dealer or bank to act as their agent to hold the securities of the Exchange, to collect the interest, dividends, and income deriving from those securities, and from time to time to make deliveries of such securities as directed by the Trustees. The proposal thereby addresses a need created when the Exchange determined that it would no longer utilize the services of the trust company that had fulfilled this role in the past. The Exchange has also stated that it will notify the Commission when it replaces its agent with another one.¹¹ The Commission finds that these proposed changes set in place an appropriate and reasonable arrangement for safeguarding the Exchange's securities and collecting the income derived from those securities.

The proposed rule change would also require the Trustees of the Stock Exchange fund to submit a statement of the Exchange's investments to an additional level of review before they are presented to the Board of Governors. The Commission finds that this proposed change, by providing additional oversight of the financial arrangements of the Stock Exchange Fund, is consistent with the aim of protecting investors and the public interest.

The Commission also finds good cause for approving proposed Amendment Nos. 1 and 2 prior to the

⁹In approving this proposal, the Commission has considered the proposed rule's impact on efficiency, competition, and capital formation. 15 U.S.C. 78c(f). The Commission believes that the proposed rule change, which relates to internal organizational concerns of the Exchange with respect to the handling of its own investments, will have minimal impact, if any, on efficiency, competition, and capital formation.

¹⁰ 15 U.S.C. 78f(b)(5).

¹¹ See Amendment No. 1.

thirtieth day after the date of publication of notice of filing in the **Federal Register**. Amendment Nos. 1 and 2 add to the protections of the Exchange's securities embodied in the original proposal by providing that the agent appointed by the Trustees be either a registered broker-dealer or a bank and that the Exchange will notify the Commission as to changes in its agent.

For these reasons, the Commission finds good cause for accelerating approval of the proposed rule change, as amended, to allow the Exchange to implement these protections without further delay.

IV. Solicitation Of Comments

Interested persons are invited to submit written data, views and arguments concerning Amendment Nos. 1 and 2, including whether the proposed rule change, as amended, is consistent with the Act. Persons making written submissions should file six copies thereof with the Secretary, Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 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 the filing will also be available for inspection and copying at the principal offices of the Phlx.

Submissions should refer to File No. SR-Phlx-99-17 and should be submitted by March 9, 2000.

V. Conclusion

It is therefore ordered, pursuant to Section 19(b)(2)¹² of the Act, that the proposed rule change (SR-Phlx-99-17) is hereby approved.

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

Margaret H. McFarland,

Deputy Secretary.

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¹² 15 U.S.C. 78s(b)(2).

¹³ 17 CFR 200.30-39(a)(12).

SMALL BUSINESS ADMINISTRATION

Revocation of License of Small Business Investment Company

Pursuant to the authority granted to the United States Small Business Administration by the Final Order of the United States District Court for the Central District of California, entered October 28, 1999, the United States Small Business Administration hereby revokes the license of RSC Financial Corporation, a California corporation, to function as a small business investment company under the Small Business Investment Company License No. 09/09-5161 issued to RSC Financial Corporation on September 28, 1972 (Reissued November 17, 1983) and said license is hereby declared null and void as of January 21, 2000.

Dated: January 21, 2000.

Small Business Administration.

Don A. Christensen,

Associate Administrator for Investment.

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DEPARTMENT OF STATE

[Public Notice 3226]

Hubert H. Humphrey Fellowship Program, Request for Proposals; Bureau of Educational and Cultural Affairs

SUMMARY: The Office of Global Educational Programs of the U.S. Department of State's Bureau of Educational and Cultural Affairs announces an open competition for the Hubert H. Humphrey Fellowship Program. Public and private non-profit organizations meeting the provisions described in IRS regulation 26 CFR 1.501(c) may submit proposals to cooperate with the Bureau in the administration and implementation of the FY 2001 Hubert H. Humphrey Fellowship Program. It is anticipated that the total grant award for all FY2001 program and administrative expenses will be approximately \$6,980,000.

Program Information

Overview

The Hubert H. Humphrey Fellowship Program was initiated in 1978. The goal of the Humphrey Program is to strengthen U.S. interaction with outstanding mid-career professionals from a wide range of countries with developmental needs while providing the Humphrey Fellows with opportunities to develop professional expertise and leadership skills for