

Comments must be submitted to OMB within 30 days of this notice.

Dated: October 20, 2000.

Margaret H. McFarland,

Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-27257]

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

October 20, 2000.

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 November 14, 2000, 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 November 14, 2000, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

American Electric Power Company, Inc., et al. (70-9353)

American Electric Power Company, Inc. ("AEP"), a registered holding company, AEP Energy Services, Inc. and AEP Resources, Inc., (collectively "Applicants"), both nonutility subsidiaries of AEP, and all located at 1 Riverside Plaza, Columbus, Ohio 43215, have filed a post-effective amendment under sections 6(a), 7, 9(a) and 10 of the Act and rule 54 under the

Act to a previously filed application-declaration.

By order dated November 2, 1998 (HCAR No. 26933) ("Prior Order"), Applicants are currently authorized through December 31, 2003 ("Authorization Period") to acquire nonutility energy assets in the United States that would be incidental to, and would assist, Applicants and their subsidiaries in connection with energy marketing, brokering and trading (collectively, "Energy Assets"). These assets include natural gas production, gathering, processing, storage and transportation facilities and equipment, liquid oil reserves and storage facilities and associated facilities. Applicants were authorized to invest up to \$800 million ("Investment Limitation") during the Authorization Period in such Energy Assets or in the equity securities of companies substantially all of whose physical properties consist of such Energy Assets.

Applicants request that the Investment Limitation be increased to \$2.0 billion. Applicants state that they intend to use the increased investment authority as needed to enable Applicants and such subsidiaries to continue to add nonutility, marketing-related assets as and when market conditions warrant, whether through acquisitions of specific assets or groups of assets that are offered for sale, or by acquiring existing companies.

Entergy Corporation (70-9723)

Entergy Corporation ("Entergy"), a registered holding company, located at 639 Loyola Avenue, New Orleans, Louisiana 70113, filed an application-declaration under sections 9(a), 10, 12(b), 12(c), and 13(b) of the Act and rules 45, 46, 54, 86, 87, and 90 under the Act.

Together with Koch Energy, Inc. ("Koch"), an unaffiliated company that is not currently regulated under the Act, Entergy intends to form a new limited partnership, Entergy-Koch, LP ("Entergy-Koch").¹ Entergy-Koch will be a partially-owned subsidiary of Entergy, through which Entergy and Koch will combine certain discrete non-utility energy assets.

Entergy states that it will contribute to Entergy-Koch its interests in certain companies.² Specifically, Entergy

¹ Entergy states that it is currently authorized to form intermediate holding companies such as Entergy-Koch. See *Entergy Corp.*, HCAR No. 27039 (June 22, 1999) (authorizing Entergy to form companies to acquire and hold the securities of one or more energy-related companies).

² The Commission previously authorized Entergy to reorganize its energy-related interests, including the intermediate holding companies that hold those

interests to transfer its interests in Entergy Power Marketing Corp. ("EPMC"), which markets and trades physical and financial energy commodities in various wholesale and retail markets within the United States,³ and EGT Holding, Ltd. ("EGT"), whose sole asset is the stock of Entergy Trading & Marketing, Ltd. ("ET&M"), a company that trades energy commodities to manage the fuel supply and power sales risk of certain foreign utility companies owned by Entergy.

Koch will contribute its interests in Koch Energy Trading, Inc. ("KET"), which is engaged in energy trading and marketing,⁴ and Koch Gateway Pipeline Company ("Gateway Pipeline"), which owns and operates a 9,000-mile interstate natural gas pipeline system and related gas gathering and storage facilities. Entergy further states that it intends to merge EPMC and KET to form a new energy marketing and trading company ("Trading Company").

The general partner of Entergy-Koch, with a 1% interest, will be Entergy-Koch, LLC ("EK-LLC"), a Delaware limited liability company that will be held in equal shares by Koch and Entergy Power International Holdings Corporation ("EPIH"), a wholly-owned subsidiary of Entergy. In addition, Entergy and Koch will each acquire and hold, indirectly, a 49.5% limited partnership interest in Entergy-Koch.

In connection with the establishment of the joint venture, Entergy requests authority to acquire, directly or indirectly, through December 31, 2005, up to \$1.2 billion ("Investment Limitation") in energy-related, nonutility assets that are incidental to energy marketing and brokering ("Energy-Related Assets"),⁵ or the equity securities of companies substantially all of whose physical assets consist of Energy-Related Assets ("Energy-Related Equity Securities"), including Gateway Pipeline. Entergy states that the prices of Energy-Related Assets and Energy-Related Equity Securities will be and, in the case of Gateway Pipeline, has been established through arms-length negotiations and

interests. See *Entergy Corp.*, HCAR No. 27039 (June 22, 1999).

³ EPMC currently sells approximately 200 million cubic feet of gas per day and, in 1999, sold approximately 47.2 million MWh of electricity.

⁴ The direct acquisition of energy marketing companies such as KET by Entergy is exempt from the requirements of section 9(a) of the Act by rule 58(a)(1) under the Act.

⁵ Energy-Related Assets include natural gas production, gathering, processing, storage and transportation facilities and equipment, liquid oil reserves and storage facilities, and associated facilities, that would be incidental to and would assist a future subsidiary in connection with energy marketing, brokering and trading.

will be applied against the Investment Limitation. Entergy states that if its common stock is used as consideration to acquire Energy-Related Assets or Energy-Related Securities, the market value of the stock on the date of issuance will be counted against the Investment Limitation.

Entergy also requests authority to expand the energy marketing and brokering activities of Trading Company and of any other energy marketing affiliate that may be formed or acquired by Entergy-Koch to include the marketing and brokering of energy commodities outside the United States.⁶

To finance these energy-related activities, Entergy requests authority for Entergy-Koch to issue up to an additional \$2 billion ("Guarantee Limitation") in guarantees and other forms of credit support not exempt under rules 45 and 52 under the Act, through December 31, 2005, on behalf or for the benefit of its direct and indirect subsidiaries.⁷ Entergy states that all credit support will be provided by Entergy-Koch, without recourse to or support by either Entergy or Koch, and proposes that any credit support outstanding on December 31, 2005 be allowed to terminate or expire in accordance with its terms.

Entergy also requests authority for Entergy-Koch and its direct and indirect subsidiaries to declare and pay of dividends out of capital or unearned surplus without limitation regarding the time period during which dividends may be paid.⁸

Further, Entergy requests authority for its nonutility subsidiaries, including Entergy-Koch and its subsidiaries, to provide administrative and consulting services to each other at fair market prices, subject to certain limitations previously imposed by the Commission.⁹

⁶ EPMC is already authorized to engage in wholesale and retail energy marketing activities throughout the United States. See *Entergy Corp.*, HCAR No. 26812 (January 6, 1998).

⁷ Entergy and certain of its nonutility subsidiaries are already authorized, through December 31, 2005, to issue up to \$2 billion in guarantees and other forms of credit support to or for the benefit of certain subsidiaries and affiliates, respectively. See *Entergy Corp.*, HCAR No. 27216 (August 21, 2000).

⁸ Entergy and its nonutility subsidiaries are already authorized to declare and pay dividends out of capital and unearned surplus through December 31, 2002. See *Entergy Corp.*, HCAR No. 27039 (June 22, 1999).

⁹ These limitations were imposed in *Entergy Corp.*, HCAR No. 27039 (June 22, 1999).

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

[Release No. 35-27258]

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Interested persons wishing to comment or request a hearing on the application(s) and/or declaration(s) should submit their views in writing by November 14, 2000, 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 November 14, 2000, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

American Electric Power Co. (70-5943)

American Electric Power Company, Inc. ("AEP"), a registered holding company located at 1 Riverside Plaza, Columbus, Ohio 43215, has filed a post-effective amendment under sections 6(a) and 7 of the Act and rule 54 under the Act to a previously filed declaration.

AEP is currently authorized to issue up to 55,200,000 shares of its common stock ("Common Stock") under AEP's Dividend Reinvestment and Stock Purchase Plan ("DRP") through

December 31, 2000.¹ AEP states that, as of June 30, 2000, 7,426,406 shares of Common Stock ("Remaining Shares") have not yet been issued. AEP now requests authority to issue the Remaining Shares, in accordance with the DRP, through September 30, 2006.

AEP states that the proceeds of the issuance and sale of the Remaining Shares will be used to pay certain unsecured debts of AEP as they mature, make additional investments in common stock equities of AEP subsidiaries, and for other corporate purposes, including the acquisition of exempt wholesale generators and foreign utility companies.

GPU, Inc. (70-7670)

GPU, Inc. ("GPU"), 300 Madison Avenue, Morristown, New Jersey 07960, a registered holding company, has filed a post-effective amendment to its application-declaration under sections 6(a) and 7 of the Act and rules 53 and 54 under the Act.

By orders of the Commission dated October 23, 1989 (HCAR No. 24971) and December 8, 1995 (HCAR No. 26425) (respectively, "1989 Order" and "1995 Order" and, collectively, "Orders"), GPU was authorized to issue and sell, from time to time through December 31, 2000, under a Dividend Reinvestment and Stock Purchase Plan ("Plan"), up to 2.5 million shares of its common stock, \$2.50 par value ("Common Stock"). Common Stock is purchased under the Plan either on the open market or directly from GPU in the form of authorized but unissued shares or previously reacquired shares, as GPU may direct, by the administrator of the Plan.

GPU now proposes to extend to December 31, 2010 the time it may issue and sell authorized but unissued and reacquired shares of Common Stock under the Plan.

GPU, Inc., et al. (70-8937)

GPU, Inc. ("GPU"), a registered public utility holding company, and its wholly-owned subsidiary companies, GPU Service, Inc. ("GPUS"), both located at 300 Madison Avenue, Morristown, New Jersey 07960, and GPU International,

¹ Under the terms of the most recent order in this file, AEP was allowed to issue up to 54 million shares of its common stock through December 31, 2000. See *American Electric Power*, HCAR No. 26553 (August 13, 1996). In an order authorizing AEP to acquire all of the outstanding common stock of Cental and South West Corporation, a registered holding company, the authority of the CSW Dividend Reinvestment and Stock Purchase Plan was terminated and AEP was authorized to issue an additional 1.2 million shares of its common stock under the DRP through December 31, 2000, for an aggregate of 55.2 million shares. See *American Electric Power*, HCAR No. 27186 (June 14, 2000).