

with various note purchasers (together, "Creditors"). In the Prior Order, the Commission imposed limits on certain fees and rates applicable to borrowings under these agreements that were incorporated in the payments made under the Existing Lease.

On March 1, 1999, the Creditors informed DCC of their election to terminate their loan commitment obligations effective March 1, 2001 or an earlier date that is mutually acceptable to the parties. I&M now proposes to enter into a new financing arrangement with Bank of America and certain other financial institutions for the lease of Nuclear Fuel.

I&M proposes to enter into a new nuclear fuel lease with DCC ("New Lease"), which will be substantially the same as the Existing Lease. Under the terms of the New Lease, DCC would be required to provide up to \$140 million of financing to pay the suppliers, processors and manufacturers of Nuclear Fuel for the Cook Plant. Correspondingly, I&M would be unconditionally obligated to make monthly lease payments to DCC in amounts sufficient to cover the cost of the Nuclear Fuel, operational and financing costs and other associated fees and expenses, including taxes. In addition to the monthly lease payments to DCC, I&M would be obligated to pay a quarterly program fee to certain financial institutions providing DCC with back-up funding, discussed below. The fee will be from .175% to .4% of the total loan commitments of those institutions depending on I&M's debt rating.

DCC will finance the acquisition of the Nuclear Fuel to be leased to I&M through borrowings under a revolving loan agreement with Hatteras Funding Corporation, a special purpose commercial paper funding entity administered by Bank of America ("Primary Purchaser"), and one or more financial institutions ("Liquidity Purchasers") ("Agreement"). Under the Agreement, notes issued by DCC to the Primary Purchaser will bear interest at the commercial paper rate quoted by the Primary Purchaser, including dealer fees. Notes issued to Liquidity Purchasers will bear interest at LIBOR, plus a margin of between .585% and 1.7% depending upon I&M's debt rating at the time of issuance.

All outstanding notes will mature no later than the termination date of the Agreement. The Agreement will have a term of five years, unless otherwise terminated or extended under the terms of the Agreement.

For the Commission by the Division of Investment Management, pursuant to delegated authority.

Jonathan G. Katz,
Secretary.

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SECURITIES AND EXCHANGE COMMISSION

Sunshine Act Meeting

Notice is hereby given, pursuant to the provisions of the Government in the Sunshine Act, Pub. L. 94-409, that the Securities and Exchange Commission will hold the following meetings during the week of July 24, 2000.

An open meeting will be held on Tuesday, July 25, 2000 at 10:00 a.m., in Room 1C30.

The subject matter of the open meeting scheduled for Tuesday, July 25, 2000 will be:

(1) The Commission will consider two actions regarding the options markets. First, the Commission will consider approving an intermarket linkage plan for options exchanges. Second, the Commission will consider a rule proposal regarding the quotation obligations of options exchanges and market makers, and disclosure by broker-dealers of executions of customer options orders at prices inferior to the quote. For further information contact: Heather Traeger, Attorney, at (202) 942-0763, Office of Market Supervision, Division of Market Regulation, Securities and Exchange Commission, 450 Fifth St, N.W., Washington, DC 20549-1001; and

(2) Consideration will be given to a rule proposal arising from its request for comments on issues of fragmentation and internalization in the securities markets. The rule proposal would require greater disclosure of order routing and order execution practices by brokers and market centers. For further information, contact: Susie Cho, Attorney, at (202) 942-0748, Office of Market Supervision, Division of Market Regulation, Securities and Exchange Commission, 450 Fifth St, N.W., Washington, DC 20549-1001.

Hearings will be held on Tuesday, July 26, 2000 at 9:00 a.m., in Room 1C30.

The Commission will hold public hearings on its proposed rule amendments concerning auditor independence. The purpose of the hearings is to give the Commission the benefit of the views of interested members of the public regarding the issues raised and questions posed in the Proposing Release (33-7870). For further information, contact: John M. Morrissey, Deputy Chief Accountant or W. Scott Bayless, Associate Chief Accountant, Office of the Chief Accountant at (202) 942-4400.

A closed meeting will be held on Thursday, July 27, 2000 at 11:00 a.m.

Commissioners, Counsel to the Commissioners, the Secretary to the Commission, and recording secretaries will attend the closed meeting. Certain staff members who have an interest in the matters may also be present.

The General Counsel of the Commission, or his designee, has certified that, in his opinion, one or more of the exemptions set forth in 5 U.S.C. 552b(c)(4), (8), (9)(A) and (10) and 17 CFR 200.402(a)(4), (8), (9)(A) and (10), permit consideration for the scheduled matters at the closed meeting.

The subject matters of the closed meeting scheduled Thursday, July 27, 2000 will be:

Institution and settlement of injunctive actions; and

Institution and settlement of administrative proceedings of an enforcement nature

At times, changes in Commission priorities require alterations in the scheduling of meeting items. For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact: The Office of the Secretary at (202) 942-7070.

Dated: July 18, 2000.

Jonathan G. Katz,
Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-43030; File No. SR-NASD-99-42]

Self-Regulatory Organizations; Notice of Filing of Proposed Rule Change by the National Association of Securities Dealers, Inc. Relating to Performance Fee Arrangements

July 12, 2000.

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 September 2, 1999, the National Association of Securities Dealers, Inc. ("NASD" or "Association"), through its wholly owned subsidiary NASD Regulation, Inc. ("NASD" or "Association"), through its wholly owned subsidiary NASD Regulation, Inc. ("NASD Regulation") filed with the Securities and Exchange Commission ("SEC" or "Commission") a proposed rule change as described in Items I, II, and III below, which Items have been prepared by NASD Regulation. The Commission is publishing this notice to

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.