

**SUMMARY:** The U.S. Nuclear Regulatory Commission (NRC) staff will hold three public meetings on regulation of a potential high-level waste repository at Yucca Mountain. The meetings are intended to foster a common understanding among the stakeholders on safety and regulatory issues, should the U.S. Department of Energy (DOE) submit a license application to the NRC for a possible geologic repository at Yucca Mountain, Nevada. All meetings will be facilitated by Francis X. Cameron, Special Counsel for Public Liaison, Office of the General Counsel, NRC.

The meetings are primarily to acquaint the public with the NRC oversight of a potential high-level waste repository at Yucca Mountain. It will begin with an overview of NRC's responsibilities, include a discussion of NRC's regulations and preparations for evaluating a potential U.S. Department of Energy (DOE) license application, and conclude with an overview of the NRC's role with respect to the transportation of high-level waste. Several opportunities for questions will be provided. In addition, members of the NRC staff will be available for discussion with members of the public. The dates, times, and locations of the public meetings are shown below.

**Date/Time:** Monday, April 8, 2002, from 6:30 p.m.—9:00 p.m. (Pacific time). Tuesday, April 9, 2002, from 6:30 p.m.—9:00 p.m. (Pacific time). Wednesday, April 10, 2002, from 6:30 p.m.—9:00 p.m. (Pacific time).

**Place:** Beatty Senior Center, 150 A Avenue South, Beatty, Nevada. Tonopah Convention Center, 301 West Brougner Avenue, Tonopah, Nevada. Holiday Inn Prospector Inn & Casino, 1501 E. Aultman Street, Ely, Nevada/

**FOR FURTHER INFORMATION CONTACT:** Francis X. Cameron, Special Counsel for Public Liaison, Office of the General Counsel, U.S. Nuclear Regulatory Commission, Washington, DC 20555-0001, or by telephone: (301) 415-1642 or e-mail: [fxc@nrc.gov](mailto:fxc@nrc.gov).

Dated at Rockville, Maryland, this 14th day of March, 2002.

For the Nuclear Regulatory Commission.

**Janet R. Schlueter,**

*Chief, High-Level Waste Branch, Division of Waste Management, Office of Nuclear Material Safety and Safeguards.*

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-27498]

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

March 15, 2002.

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 April 9, 2002, 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 April 9, 2002, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

#### Xcel Energy, Inc., et al. (70-10059)

Xcel Energy, Inc., ("Xcel"), a registered holding company, and its wholly owned subsidiary, NRG Acquisition Company, LLC ("Acquisition Company," and together with Xcel, "Applicants"), both located at 800 Nicollet Mall, Minneapolis, Minnesota 55402, have filed an application-declaration under sections 6(a), 7, 9(a), 10, 11, 12(b), 32 and 33 of the Act and rules 51, 53, 54 and 58 under the Act.

Applicants propose to commence a tender or exchange offer ("Exchange Offer") for Xcel to acquire the outstanding common stock of NRG Energy, Inc. ("NRG"),<sup>1</sup> a Delaware

corporation and a majority owned indirect subsidiary of Xcel,<sup>2</sup> under the terms of a plan approved by Xcel's board of directors on February 14, 2002. In the Exchange Offer, Xcel proposes to acquire the outstanding publicly held shares of NRG, representing approximately a 26 percent minority interest, by exchanging NRG common stock for .4846 shares of Xcel common stock in the Exchange Offer in a tax-free exchange. Applicants also propose to acquire the balance of the shares of NRG's common stock not tendered in the Exchange Offer by means of a short-form merger permitted under Delaware law ("Short-Form Merger"). Xcel proposes to issue up to 24.7 million shares of its common stock in exchange for NRG's common stock obtained in the Exchange Offer and Short-Form Merger.<sup>3</sup>

Under the terms of the Exchange Offer, in order to be successful, enough shares of NRG common stock will need to be tendered so that Xcel's ownership level of NRG reaches 90 percent. If the Exchange Offer results in 90 percent ownership, Wholesale will contribute enough shares of NRG common stock to Acquisition Company to permit Xcel to own at least 90 percent of NRG. Subsequently, Acquisition Company will merge through the Short-Form Merger with and into NRG. Each outstanding share of NRG common stock not acquired in the Exchange Offer will be converted in the Short-Form Merger into the right to receive 0.4846 shares of Xcel in the Exchange Offer. After completion of the Exchange Offer and the Short-Form Merger, Xcel will own NRG as an indirect, wholly owned subsidiary. Xcel states that its investment in NRG will be included as part of Xcel's investment in exempt wholesale generators and foreign investment companies for purposes of sections 32 and 33 of the Act.

of energy, capacity and related products. NRG's common stock is publicly traded and listed on the New York Stock Exchange under the symbol "NRG."

<sup>2</sup> Xcel indirectly owns shares of NRG's common stock through its wholly owned subsidiary, Xcel Energy Wholesale Group, Inc. ("Wholesale"). Xcel owns 147,604,500 shares of NRG's Class A Common Stock, each of which is convertible at any time into one share of NRG's Common Stock. The Class A Common Stock represents 74.3% of all of the outstanding shares of both classes of NRG's common shares combined. Because each share of Class A Common Stock entitles Xcel to ten votes, Xcel currently holds 96.7% of the combined voting power of all of NRG's outstanding common shares.

<sup>3</sup> The shares of Xcel's common stock to be issued in the Exchange Offer and the Short-Form Merger will come from Xcel's authorized but unissued shares.

<sup>1</sup> NRG is an independent power producer and a leading global energy company, primarily engaged in the acquisition, development, ownership and operation of power generation facilities and the sale

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

**Margaret H. McFarland,**

*Deputy Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-45560; File No. SR-NSCC-2001-18]

### Self-Regulatory Organizations; National Securities Clearing Corporation; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Permitting Data Services Only Members to Access Fund/Serv

March 14, 2002.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),<sup>1</sup> notice is hereby given that on December 26, 2001, the National Securities Clearing Corporation ("NSCC") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II, and III below, which items have been prepared primarily by NSCC. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

#### I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The proposed rule change permits Data Services Only Members to access Fund/Serv to process non-NSCC settling mutual fund purchase and redemption transactions and related instructions.

#### II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, NSCC included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. NSCC has prepared summaries, set forth in sections (A), (B), and (C) below, of the most significant aspects of such statements.<sup>2</sup>

#### (A) Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

Data Services Only Members are permitted access only to those services which are specifically enumerated under NSCC's Rules and which do not involve money settlement through NSCC's facilities. The proposed rule permits Data Services Only Members to access Fund/Serv, provided as part of NSCC's Mutual Fund Services, to process non-NSCC settling mutual fund purchase and redemption transactions and related instructions. The proposed rule also extends this processing only functionality to those Settling Members and Fund Members who wish to utilize it.

The ability of Data Services Only Members and Settling Members to utilize Fund/Serv for processing only is being added at the request of NSCC Fund Members and the Investment Company Institute ("ICI") in order to permit broker-dealers and their financial planner representatives to be able to transmit transaction data to funds in an automated format. Such transmissions are currently being handled manually which is extremely time-intensive.<sup>3</sup>

Accordingly, NSCC's Rule 52 (Mutual Fund Services), Section A (Fund/Serv) is being amended (1) to make Data Services Only Members eligible to utilize the service for the limited purpose of processing (but not settling through NSCC) transactions and related instructions and (2) to enable Settling Members to process transactions and related instructions through Fund/Serv that will settle outside of NSCC. Historically, Fund Members have always had the right to designate parameters within which their orders will be processed. Clarifying language is now being added to set forth this right explicitly. Accordingly, the functionality allowing Data Services Only Members and Settling Members to

input transactions for Fund/Serv processing that will settle outside of NSCC will be available to the extent those parameters are selected by Fund Members.

This rule change will increase automation of mutual fund transaction processing between Fund Members, broker-dealers, and other entities and thus facilitates the prompt and accurate clearance and settlement of securities transactions. The proposed rule change is therefore consistent with the requirements of the Act and the rules and regulations thereunder.

#### (B) Self-Regulatory Organization's Statement on Burden on Competition

NSCC does not believe that the proposed rule change will impact or impose a burden on competition.

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

No written comments relating to the proposed rule change have been solicited or received. NSCC has, however, worked closely with the ICI and a representative group of mutual fund industry participants in developing this functionality, and all concur with the proposed changes. NSCC will notify the Commission of any written comments it receives.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(iii) of the Act<sup>4</sup> and Rule 19b-4(f)(4)<sup>5</sup> promulgated thereunder because the proposal effects a change in an existing service of NSCC that (A) does not adversely affect the safeguarding of securities or funds in the custody or control of NSCC or for which it is responsible and (B) does not significantly affect the respective rights or obligations of NSCC or persons using the service because the proposed rule change will allow entities to process transactions on an automated basis that are currently processed manually and does not involve the settlement of funds through NSCC. At any time within sixty days of the filing of the proposed rule change, the Commission may summarily abrogate such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors,

<sup>3</sup> Pursuant to Securities Exchange Act Release No. 44960 (October 19, 2001), 66 FR 56383 (October 25, 2001) [File No. SR-NSCC-2001-14], Data Services Only Members may utilize Mutual Fund Services' Networking in order to access and make inquiries regarding their customer accounts in an automated format. This inquiry functionality utilizes a communications-translation interface (in Extensible Markup Language or XML) that will also be used to transmit transaction data to Fund/Serv that will settle on a participant to participant basis. This functionality and the XML communications interface used to transmit transaction data to Fund/Serv will be collectively marketed to participants under the name Fund/SPEED. The proposed Fund/SPEED fees, as well as the fees for transactions submitted through Fund/Serv that settle on a participant to participant basis, will be the subject of a separate rule filing. Until such time, these services will be provided without charge.

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

<sup>2</sup> The Commission has modified parts of these statements.

<sup>4</sup> 15 U.S.C. 78s(b)(3)(A)(iii).

<sup>5</sup> 17 CFR 240.19b-4(f)(4).