

These internal transactions would be undertaken to eliminate corporate complexities, to combine related business segments for staffing and management purposes, to eliminate administrative costs, to achieve tax savings, or for other ordinary and necessary business purposes.

#### *Energy-Related Subsidiaries Outside the United States*

Exelon requests authority to engage through subsidiaries, direct or indirect, in energy-related activities outside the United States like those activities exempted in the United States under rule 58 of the Act. Exelon requests authority to conduct energy management services<sup>3</sup> and consulting services<sup>4</sup> anywhere outside the United States and to conduct energy marketing activities<sup>5</sup> in Canada and Mexico.

<sup>3</sup> Energy management services includes the marketing, sale, installation, operation and maintenance of various products and services related to energy management and demand-side management, including energy and efficiency audits; meter data management, facility design and process control and enhancements; construction, installation, testing, sales and maintenance of (and training client personnel to operate) energy conservation equipment; design, implementation, monitoring and evaluation of energy conservation programs; development and review of architectural, structural and engineering drawings for energy efficiencies, design and specification of energy consuming equipment and general advice on programs; the design, construction, installation, testing, sales, operation and maintenance of new and retrofit heating, ventilating, and air conditioning, electrical and power systems, alarm, security, access control and warning systems, motors, pumps, lighting, water, water-purification and plumbing systems, building automation and temperature controls, installation and maintenance of refrigeration systems, building infrastructure wiring supporting voice, video, data and controls networks, environmental monitoring and control, ventilation system calibration and maintenance, piping and fire protection systems, and design, sale, engineering, installation, operation and maintenance of emergency or distributed power generation systems, and related structures, in connection with energy-related needs; and the provision of services and products designed to prevent, control, or mitigate adverse effects of power disturbances on a customer's electrical systems.

<sup>4</sup> Consulting services, for energy- and gas-related matters for associate and nonassociate companies as well as for individuals, includes technical and consulting services involving technology assessments, power factor correction and harmonics mitigation analysis, meter reading and repair, rate schedule design and analysis, environmental services, engineering services, billing services (including consolidation or centralized billing, bill disaggregation tools and bill inserts), risk management services, communications systems, information systems/data processing, system planning, strategic planning, finance, general management consulting including training activities, feasibility studies, and other similar related services.

<sup>5</sup> Energy marketing means the brokering and marketing of electricity, natural gas and other energy commodities, as well as providing incidental, related services, such as fuel management, storage and procurement.

#### *Reporting*

Ventures (or Enterprises, as appropriate) proposes to file a single consolidated quarterly report under rule 24 of all investments in subsidiaries, commencing with the quarterly report for the first full calendar quarter which ends at least 45 days following the date of the order for this Application. It is proposed that the combined report be in lieu of any separate notification on Form U-6B-2 that would otherwise be required with respect to exempt securities issuances.

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

**Jill M. Peterson,**

*Assistant Secretary.*

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## **SECURITIES AND EXCHANGE COMMISSION**

### **Sunshine Act; Meetings**

Notice is hereby given, pursuant to the provisions of the Government in the Sunshine Act, Public Law 94-409, that the Securities and Exchange Commission will hold the following meeting during the week of March 11, 2002.

Closed meetings will be held on  
Tuesday, March 12, 2002 and  
Thursday, March 14, 2002 at 10 a.m.

Commissioner Glassman, as duty officer, determined that no earlier notice thereof was possible.

Commissioners, Counsel to the Commissioners, the Secretary to the Commission, and recording secretaries will attend the closed meetings. 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)(3), (5), (6), (7), (8), (9)(B), and (10) and 17 CFR 200.402(a)(3), (5), (6), (7), (9), 9(ii) and (10), permit consideration of the scheduled matters at closed meetings.

The subject matter of the closed meeting scheduled for Tuesday, March 12, 2002, will be:

Inspection point.

Institution and settlement of injunctive actions;

Institution and settlement of administrative proceedings of an enforcement nature; and  
Formal orders of investigation.

The subject matter of the closed meeting scheduled for Thursday, March 14, 2002, will be:

Inspection point.

Institution and settlement of injunctive actions;

Institution and settlement of administrative proceedings of an enforcement nature; and  
Formal orders of investigation.

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: March 6, 2002.

**Jonathan G. Katz,**  
*Secretary.*

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## **SECURITIES AND EXCHANGE COMMISSION**

**[Release No. 34-45490; File No. SR-CBOE-2001-70]**

### **Self-Regulatory Organizations; Notice of Filing of Proposed Rule Change by the Chicago Board Options Exchange, Inc. Relating to the Dissemination of Options Quotations With Size**

March 1, 2002.

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 December 28, 2001, the Chicago Board Options Exchange, Inc. ("CBOE" or "Exchange") filed with the Securities and Exchange Commission ("SEC" or "Commission") the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the CBOE. On January 14, February 27, and March 1, 2002, respectively, the Exchange submitted Amendment Nos. 1,<sup>3</sup> 2,<sup>4</sup> and

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

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

<sup>3</sup> See Letter from Edward J. Joyce, CBOE, to Deborah Flynn, SEC, dated January 11, 2002 ("Amendment No. 1"). In Amendment No. 1, the exchange submitted additional information clarifying the intended operation of the proposal and eliminated a provision regarding the maximum number of contracts eligible for automatic execution.

<sup>4</sup> See Letter from Steve Youhn, CBOE, to Deborah Flynn, SEC, dated February 13, 2002 ("Amendment No. 2"). In Amendment No. 2, the Exchange, among other things, withdrew from the filing that section pertaining to the execution of Exchange's Retail Automatic Execution System ("RAES") orders against manual quotes. The Exchange filed a new proposed rule change to address the execution of RAES orders against manual quotes (SR-CBOE-2002-07).