

schedule electronically, please send an electronic message to *dkw@nrc.gov*.

Dated: April 1, 2004.

**Dave Gamberoni,**

*Office of the Secretary.*

[FR Doc. 04-7845 Filed 4-2-04; 9:35 am]

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-27826]

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

March 31, 2004.

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 26, 2004, 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 26, 2004, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

#### Alliant Energy Corporation (70-10207)

*Notice of Proposal to Amend Articles of Incorporation; Order Authorizing the Solicitation of Proxies*

Alliant Energy Corporation ("Alliant Energy"), a registered holding company, 4902 N. Biltmore Lane, Madison, Wisconsin 53718, has filed a declaration ("Declaration") under sections 6(a), 7, and 12(e) of the Act and rules 54, 62, and 65 under the Act.

Alliant Energy requests authority to: (1) Amend its Restated Articles of

Incorporation, as amended ("Restated Articles"), to increase the number of authorized shares of common stock that it may issue; and (2) solicit shareholder consents in connection with that proposed amendment ("Proxy Solicitation") for use at its annual shareholders' meeting ("Annual Meeting"), which is scheduled to take place May 21, 2004.

Alliant Energy is authorized under its Restated Articles to issue 200 million shares of common stock, \$0.01 par value per share. Currently, there are only 21,004,131 authorized shares of Alliant Energy available for issuance for future business purposes.<sup>1</sup> Alliant Energy's board of directors has approved for submission to its shareowners at its 2004 Annual Meeting an amendment to the Restated Articles that would increase the number of authorized shares of common stock from 200,000,000 to 240,000,000.

Alliant Energy anticipates that it will require in the future a greater number of authorized shares of common stock than is currently available under its Restated Articles to issue new equity to fund its capital expenditure program, including its recently announced domestic regulated generation build-out program. By this Declaration, Alliant Energy is not requesting any new or additional financing authority.

For the proposed amendment to the Restated Articles to be approved, the number of shareholder votes cast in favor of the proposal must exceed the number of votes cast against it at the Annual Meeting.

Alliant Energy has requested that an order be issued authorizing commencement of the Proxy Solicitation. It appears that, regarding the Proxy Solicitation, the Declaration should be permitted to become effective immediately under rule 62(d).

The proposed transaction is subject to rule 54 under the Act. Rule 54 provides that, in determining whether to approve any transaction that does not relate to an "exempt wholesale generator" ("EWG") or "foreign utility company" ("FUCO"), as defined in sections 32 and 33, respectively, the Commission shall not

<sup>1</sup> As of December 31, 2003, 110,962,910 shares of its common stock were issued and outstanding. In addition, Alliant Energy reserved, as of December 31, 2003, the following number of shares for the purposes specified: 1,914,047 shares were reserved for issuance under the company's Shareowner Direct Plan; 2,433,182 shares were reserved for issuance under the company's Long-Term Equity Incentive Plan; 3,800,000 shares were reserved for issuance under the company's 2002 Equity Incentive Plan; 220,440 shares were reserved for issuance under the company's 401(k) Plan; and 59,665,290 shares were reserved for issuance under the company's Rights Agreement.

consider the effect of the capitalization or earnings of any subsidiary which is an EWG or FUCO upon the registered holding company system if paragraphs (a), (b) and (c) of rule 53 are satisfied.

Currently, Alliant Energy does not meet all of the conditions of rule 53(a). As of December 31, 2003, Alliant Energy's "aggregate investment," as defined in rule 53(a)(1), in EWGs and FUCOs was approximately \$517.5 million, or approximately sixty-six percent of Alliant Energy's average "consolidated retained earnings," also as defined in rule 53(a)(1), for the four quarters ended December 31, 2003 (\$784.6 million). Although this exceeds the 50% "safe harbor" limitation contained in rule 53(a), it is within the investment limit previously authorized by the Commission. See Holding Company Act Release No. 27448 (October 3, 2001) ("EWG/FUCO Order") (authorizing Alliant Energy to increase its "aggregate investment" in EWGs and FUCOs to an amount equal to 100% of its average consolidated retained earnings). Alliant Energy satisfies all of the other conditions of paragraphs (a) and (b) of rule 53, and none of the adverse conditions specified in rule 53(b) exist.

Since September 30, 2001, the end of the quarterly period immediately preceding the issuance of the EWG/FUCO Order, Alliant Energy has experienced an increase in consolidated common stock equity.<sup>2</sup> Alliant Energy states that the proposed transactions will have no impact on its consolidated capitalization.

With regard to earnings attributable to its investments in EWGs and FUCOs, Alliant has experienced losses from its portfolio of FUCOs in calendar years 2000, 2001, 2002, and 2003 (\$17.7 million, \$25.3 million, and \$26.7 million, respectively). The company's losses on its Brazil investments were unexpectedly large in 2002, resulting primarily from the impact of a decline in currency translation rates, as well as from charges related to recovery of the impacts of electricity rationing in Brazil and other prior costs. Since then, energy demand has increased and several rate increases have been approved. In fiscal year 2003, Alliant Energy's FUCO

<sup>2</sup> As of December 31, 2003, Alliant Energy's consolidated capitalization consisted of 47.5% common equity, 4.9% preferred stock, 43.6% long-term debt (including variable rate demand bonds classified as current), and 4.0% short-term debt (including current maturities of long-term debt); as of September 30, 2001, its consolidated capitalization consisted of 36.3% common equity, 2.6% preferred stock, 51.2% long-term debt (including variable rate demand bonds classified as current), and 9.9% short-term debt (including current maturities of long-term debt).

investments generated approximately \$3.8 million in income (not including gain from sale of Australian FUCO investments).

The fees, commissions and expenses incurred or to be incurred by Alliant Energy in connection with the proposed transactions, including the Proxy Solicitation, are estimated not to exceed \$21,000.

No state commission, and no federal commission, other than this Commission, has jurisdiction over the proposed Proxy Solicitation.

*It Is Ordered*, under rule 62 under the Act, that, with respect to the Proxy Solicitation, the Declaration is permitted to become effective immediately, subject to the terms and conditions contained in rule 24 under the Act.

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

**Margaret H. McFarland**,  
*Deputy Secretary*.

[FR Doc. 04-7689 Filed 4-5-04; 8:45 am]

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## SECURITIES AND EXCHANGE COMMISSION

[File No. 1-03552]

### Issuer Delisting; Notice of Application of Scope Industries To Withdraw its Common Stock, No Par Value, From Listing and Registration on the American Stock Exchange LLC

March 31, 2004.

Scope Industries, a California corporation ("Issuer"), has filed an application with the Securities and Exchange Commission ("Commission"), pursuant to section 12(d) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 12d2-2(d) thereunder,<sup>2</sup> to withdraw its Common Stock, no par value ("Security"), from listing and registration on the American Stock Exchange LLC ("Amex" or "Exchange").

The Board of Directors ("Board") of the Issuer unanimously approved a resolution on March 17, 2004 to withdraw the Issuer's Security from listing and registration on the Amex and to seek quotation of the Security on OTC Pink Sheets ("OTC") by a market maker. The Board of the Issuer states that the reasons for delisting its Security from the Amex are as follows: (i) As of December 31, 2003, the number of record holders of the Issuer's Security

has declined to approximately 70 with approximately 70% of the outstanding Security being held by officers and members of the Board or their immediate families; (ii) in the quarter ending December 31, 2003, the average daily trading volume in the Security on the Amex declined to approximately 150 shares per day; (iii) the Board has become increasingly concerned with the increasing costs (as opposed to the benefits) associated with maintaining the Amex listing to support such an inactive trading market for the Security including, without limitation, the costs associated with compliance with the rules promulgated by Commission; (iv) the Board believes that an adequate market for those persons who want to buy or sell the Issuer's Security will develop in the OTC market; and (v) overall, the Board believes it would be in the best interest of the Issuer and its shareholders to withdraw the Security from listing on the Amex and to take steps to cooperate with the establishment of an OTC market for its Security.

The Issuer stated in its application that it has met the requirements of Amex Rule 18 by complying with all applicable laws in the State of California, in which it is incorporated, and with the Amex's rules governing an issuer's voluntary withdrawal of a security from listing and registration.

The Issuer's application relates solely to the withdrawal of the Security from listing on the Amex and from registration under section 12(b) of the Act<sup>3</sup> shall not affect its obligation to be registered under section 12(g) of the Act.<sup>4</sup>

Any interested person may, on or before April 21, 2004, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609, facts bearing upon whether the application has been made in accordance with the rules of the Amex and what terms, if any, should be imposed by the Commission for the protection of investors. All comment letters should refer to File No. 1-03552. The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>5</sup>

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

[FR Doc. 04-7690 Filed 4-5-04; 8:45 am]

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-49511; File No. S7-10-04]

### Regulation NMS

**AGENCY:** Securities and Exchange Commission.

**ACTION:** Change in hearing schedule.

**SUMMARY:** The Commission has changed the schedule for its hearings on proposed Regulation NMS.

**DATES:** The Commission will hold a public hearing on Regulation NMS on April 21, 2004 in New York, New York. Subsequent hearings will be scheduled as needed.

**ADDRESSES:** The April 21, 2004 public hearing will be held at the InterContinental The Barclay New York at 111 East 48th Street, New York, NY 10017. Persons submitting requests to appear or written testimony in lieu of testifying should file three copies of the request or testimony with Jonathan G. Katz, Secretary, Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20459-0609. Persons requesting to appear should also submit three copies of their oral statement or summary of their testimony to the same address. Persons who previously submitted a request to testify need not resubmit a request. Requests to appear and copies of oral statements or summaries of intended testimony may be filed electronically at the following e-mail address: [rule-comments@sec.gov](mailto:rule-comments@sec.gov). The words "Request to Testify" should be clearly noted on the subject line of the request. All requests and other submissions also should refer to File No. S7-10-04. Copies of all requests and other submissions and transcripts of the hearings will be available for public inspection and copying in the Commission's Public Reference Room at 450 Fifth Street, NW., Washington, DC 20549. All submitted requests and other materials will be posted on the Commission's Internet Web site (<http://www.sec.gov>). We do not edit personal information from submissions. You should submit only information that you wish to make available publicly.

**FOR FURTHER INFORMATION CONTACT:** Sapna C. Patel, Special Counsel, Office

<sup>1</sup> 15 U.S.C. 78l(d).

<sup>2</sup> 17 CFR 240.12d2-2(d).

<sup>3</sup> 15 U.S.C. 78l(b).

<sup>4</sup> 15 U.S.C. 78l(g).

<sup>5</sup> 17 CFR 200.30-3(a)(1).