

any, matters have been added, deleted or postponed, please contact: The Office of the Secretary at (202) 942-7070.

Dated: November 13, 2002.

**Jonathan G. Katz,**

*Secretary.*

[FR Doc. 02-29310 Filed 11-14-02; 11:44 am]

BILLING CODE 8010-01-P

## SECURITIES AND EXCHANGE COMMISSION

[File No. 500-1]

### 800America.com, Inc.; Order of Suspension of Trading

November 13, 2002.

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of 800America.com, Inc. ("800America"), because of questions regarding: The accuracy of assertions by 800America, and by others, in press releases and/or in 800America's public filings, concerning, among other things, the earnings, revenues, expenses, and assets reported by 800America in its public filings since at least January 1, 2000; unregistered offerings being conducted by, among others, 800America's Chief Executive Officer; the criminal history of 800America's Chief Executive Officer; the identity of persons in control of the operations and management of 800America; and the criminal history of a person in control of the operations and management of 800America.

The Commission is of the opinion that the public interest and the protection of investors require a suspension of trading in the securities of the above-listed company.

Therefore, it is ordered, pursuant to section 12(k) of the Securities Exchange Act of 1934, that trading in the above-listed company is suspended for the period from 11:00 a.m. EST, on Wednesday, November 13, 2002 through 11:59 p.m. EST, on Tuesday, November 26, 2002.

By the Commission.

**Jill M. Peterson,**

*Assistant Secretary.*

[FR Doc. 02-29239 Filed 11-13-02; 4:58 pm]

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-46785; File No. SR-Amex-2002-55]

### Self-Regulatory Organizations; Notice of Filing and Order Granting Accelerated Approval of Proposed Rule Change and Amendment No. 1 Thereto by the American Stock Exchange LLC Instituting a Pilot Program To Amend the Listing Standards for Closed-End Management Investment Companies Registered Under the Investment Company Act of 1940

November 7, 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 June 14, 2002, the American Stock Exchange LLC ("Amex" or "Exchange") 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 by the Exchange. On November 1, 2002, the Amex filed amendment no. 1 to the proposed rule change with the Commission.<sup>3</sup> The Commission is publishing this notice to solicit comments on the proposed rule change, as amended, from interested persons and to grant accelerated approval to the proposed rule change on a five-month pilot basis ("pilot").

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

The Exchange is proposing to amend sections 101 and 1003 of the Amex Company Guide on a five-month pilot

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

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

<sup>3</sup> See letter from Claudia Crowley, Assistant General Counsel, Amex, to Nancy Sanow, Assistant Director, Division of Market Regulation ("Division"), Commission, dated October 31, 2002 ("amendment no. 1"). In amendment no. 1, among other things, the Exchange: (1) Amended proposed section 101(e)(2) of the Amex Company Guide to remove duplicative language and to explicitly provide that the listing standards applicable to a group of closed-end funds will apply to all listed funds with a common investment adviser or investment advisers who are "affiliated persons" as defined in section 2(a)(3) of the Investment Company Act of 1940; (2) clarified that all closed-end funds listed on Amex with a common investment adviser or investment advisers who are affiliated persons will be considered part of a "fund family," regardless of when the individual funds were listed; (3) represented that the Amex will not have discretion to list a closed-end fund that does not satisfy the quantitative criteria set forth in section 101(e) of the Amex Company Guide, but will have discretion to exclude a closed-end fund that otherwise satisfies the criteria; and (4) requested accelerated approval of the proposed rule change on a five-month pilot basis.

basis to include specific initial and continued listing standards applicable to closed-end funds.

Below is the text of the proposed rule change. Proposed new language is *italicized*.

\* \* \* \* \*

#### Section 101

(a)-(d)—No Change.

(e) *Closed-End Management Investment Companies—The Exchange will generally authorize the listing of a closed-end management investment company registered under the Investment Company Act of 1940 (a "Closed-End Fund") that meets the following criteria:*

(1) *Size—market value of publicly held shares or net assets of at least \$20,000,000; or*

(2) *A Closed-End Fund which is part of a group of Closed-End Funds which are or will be listed on the Exchange, and which are managed by a common investment adviser or investment advisers who are "affiliated persons" as defined in Section 2(a)(3) of the Investment Company Act of 1940 as amended (the "Group"), is subject to the following criteria:*

i. *The Group has a total market value of publicly held shares or net assets of at least \$75,000,000;*

ii. *The Closed-End Funds in the Group have an average market value of publicly held shares or net assets of at least \$15,000,000; and*

iii. *Each Closed-End Fund in the Group has a market value of publicly held shares or net assets of at least \$10,000,000.*

(3) *Distribution—See section 102(a).*

Commentary .01—No Change.

#### Section 1003

(a)—No Change.

(b) *Limited Distribution—Reduced Market Value—The Exchange will normally consider suspending dealings in, or removing from the list, a security when any one or more of the following conditions exist:*

(i)-(iv)—No Change.

(v) *Closed-End Funds:*

(A) *If the total market value of publicly held shares and net assets are each less than \$5,000,000 for more than 60 consecutive days; or*

(B) *It ceases to qualify as a closed-end fund under the Investment Company Act of 1940 (unless the resultant entity otherwise qualifies for listing).*

\* \* \* \* \*

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

In its filing with the Commission, the Amex included statements concerning the purpose of and basis for the proposed rule change, as amended, 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. The Exchange has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

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

#### 1. Purpose

The Exchange is proposing to incorporate initial and continued listing standards specifically applicable to closed-end management investment companies registered under the Investment Company Act of 1940 ("closed-end funds") into the *Amex Company Guide*. Currently, closed-end funds are evaluated for listing pursuant to the general listing standards contained in section 101 of the *Amex Company Guide*, as well as specialized internal procedures applicable to closed-end funds.

In order to provide greater clarity to listing applicants and investors, the Exchange is proposing to incorporate revised closed-end fund listing standards into section 101 of the *Amex Company Guide*. These standards would permit the initial listing of a closed-end fund with a market value of publicly held shares or net assets of at least \$20,000,000, which also satisfies the distribution criteria specified in section 102(a) of the *Amex Company Guide*.<sup>4</sup> Because closed-end funds are subject to extensive federal regulation, the Exchange proposes not to require a review of a fund's investment objective and asset diversification, as had been included in the Exchange's internal procedures, as that could unnecessarily limit the listing of specialized funds. Similarly, the Exchange believes that registration of the fund under the Investment Company Act of 1940, as amended ("1940 Act"), which requires the fund adviser to be a registered investment adviser, obviates the need

<sup>4</sup> Section 102(a) of the *Amex Company Guide* requires a minimum public distribution of (i) 500,000 shares and 800 shareholders; or (ii) 1,000,000 shares and 400 shareholders; or (iii) 500,000 shares and 400 shareholders and average daily trading volume of approximately 2,000 shares.

for the Exchange to subjectively evaluate the fund adviser.

In addition, the Exchange is proposing to permit the listing of a group of funds listed by a single "fund family" (*i.e.*, funds with a common investment adviser or investment advisers who are "affiliated persons" as defined in section 2(a)(3) of the 1940 Act)<sup>5</sup> subject to the following standards:

- The group has a total market value of publicly held shares or net assets of at least \$75,000,000;
- The closed-end funds in the Group have an average market value of publicly held shares or net assets of at least \$15,000,000; and
- Each closed-end fund in the group has a market value of publicly held shares or net assets of at least \$10,000,000.<sup>6</sup>

The Exchange represents that the group standards would be applicable to any fund that is part of a "fund family" even if the fund is not listed concurrently with other funds in the family, as long as at the time of listing the individual fund, the entire "fund family" is in compliance with the group standards.<sup>7</sup> Each fund will also be individually subject to the distribution criteria specified in section 102(a) of the *Amex Company Guide*.<sup>8</sup>

The Exchange believes that the "fund family" standards will enable the Exchange to accommodate the needs of fund sponsors, which often prefer to offer, issue and list funds in groups. The Exchange believes that when a fund is part of a larger family, compliance with a \$20 million market value of publicly held shares or net asset requirement is not necessary for the fund to be suitable for listing, since the size of the fund family indicates that there is sufficient investor interest in the sponsor's funds.<sup>9</sup>

The Exchange is also proposing to amend section 1003 of the *Amex Company Guide* to specify that each closed-end fund (regardless of whether it is part of a "fund family") will be subject to delisting if its market value of public held shares and net assets are each less than \$5,000,000 for 60 consecutive trading days, or if it ceases

<sup>5</sup> 15 U.S.C. 80a-2(a)(3); *See* amendment no. 1, *supra* note 3.

<sup>6</sup> *See* Amendment No. 1, *supra* note 3.

<sup>7</sup> The Exchange represents that all such funds will thus be evaluated in determining whether a fund applicant is eligible for listing. *See* amendment no. 1, *supra* note 3.

<sup>8</sup> *See supra* note 4.

<sup>9</sup> The Exchange represents that it will not have discretion to list a closed-end fund that does not satisfy the quantitative criteria set forth in section 101(e) of the *Amex Company Guide*, but will have discretion to exclude a closed-end fund that otherwise satisfies the criteria. *See* amendment no. 1, *supra* note 3.

to qualify as a closed-end fund (unless the resultant entity otherwise qualifies for listing).

#### 2. Statutory Basis

The Exchange believes that the proposed rule change, as amended, is consistent with section 6(b) of the Act,<sup>10</sup> in general, and furthers the objectives of section 6(b)(5),<sup>11</sup> in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest, and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers. Specifically, the Exchange believes that the proposed rule change will provide greater transparency with respect to the listing of closed-end funds, and potentially provide a larger number of such funds and their investors with the benefits inherent in an Amex listing of comprehensive regulation, transparent price discovery and trade reporting to facilitate best execution, and increased depth and liquidity resulting from the confluence of order flow found in an auction market environment.

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

The Exchange does not believe that the proposed rule change, as amended, will impose any burden on competition.

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

The Exchange has neither solicited nor received any written comments with respect to the proposed rule change.

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

Within 35 days of the date of publication of this notice in the **Federal Register** or within such longer period (i) as the Commission may designate up to 90 days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the Exchange consents, the Commission will:

(A) By order approve such proposed rule change, or

<sup>10</sup> 15 U.S.C. 78f(b).

<sup>11</sup> 15 U.S.C. 78f(b)(5).

(B) Institute proceedings to determine whether the proposed rule change should be disapproved.

#### IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change, as amended, is consistent with the Act. Persons making written submissions should file six copies thereof with the Secretary, Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, DC 20549-0609. Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Room. Copies of the filing will also be available for inspection and copying at the principal offices of the Amex. All submissions should refer to File No. SR-Amex-2002-55 and should be submitted by December 9, 2002.

#### V. Commission Findings and Order Granting Accelerated Approval of Proposed Rule Change

The Commission finds that the proposed rule change, as amended, relating to the establishment of the pilot is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities exchange. Specifically, the Commission believes the proposal is consistent with the requirements under section 6(b)(5) of the Act<sup>12</sup> that the rules of an exchange be designed to promote just and equitable principles of trade, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public.<sup>13</sup> Specifically, the Commission believes that the proposed rule change will provide greater transparency to the Exchange's listing process for closed-end funds.

The Commission finds good cause for approving the pilot prior to the 30th day after publication in the **Federal Register**. The Amex has represented that it desires to promptly implement the

proposed rule change and that accelerated approval will enable the Exchange to more quickly accommodate the listing of closed-end funds.<sup>14</sup> The Commission believes that accelerated approval on a five-month basis will permit the Exchange to continue listing funds and accommodate the desire of fund families to list groups of closed-end funds on one marketplace without undue delay.<sup>15</sup> Accordingly, the Commission finds it appropriate and consistent with sections 6(b)(5) and 19(b)(2) of the Act<sup>16</sup> to approve the proposed rule change, as amended, prior to the thirtieth day after the date of publication of notice thereof in the **Federal Register**.

It is therefore ordered, pursuant to section 19(b)(2) of the Act,<sup>17</sup> the proposed rule change, as amended, (File No. SR-Amex-2002-55) is approved on a pilot basis until April 7, 2003.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>18</sup>

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

[FR Doc. 02-29169 Filed 11-15-02; 8:45 am]

**BILLING CODE 8010-01-P**

### SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-46803; File No. SR-PCX-2002-36]

#### Self-Regulatory Organizations; Notice of Filing of Proposed Rule Change and Amendment No. 1 Thereto by the Pacific Exchange, Inc. Relating to the Exchange's New Trading Platform for Options, PCX Plus

November 8, 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 June 27, 2002, the Pacific Exchange, Inc. ("PCX" 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 PCX. On November 6, 2002, the PCX filed amendment no. 1 to

<sup>14</sup> See amendment no. 1, *supra* note 3.

<sup>15</sup> Approval of the five-month pilot period should not be interpreted as suggesting that the Commission is predisposed to approving the proposal on a permanent basis.

<sup>16</sup> 15 U.S.C. 78f(b)(5) and 78s(b)(2).

<sup>17</sup> 15 U.S.C. 78s(b)(2).

<sup>18</sup> 17 CFR 200.30-3(a)(12).

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

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

the proposed rule change.<sup>3</sup> The Commission is publishing this notice to solicit comments on the proposed rule change, as amended, from interested persons.

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

The PCX proposes to adopt new rules for the implementation of its new trading platform for options, PCX Plus. The PCX's proposal includes new rules on priority and allocations of orders, rule changes to permit options Market Makers to conduct their trading activities from locations away from the trading floor, and proposed system changes to accommodate new order handling procedures and automated trade processing.

The text of the proposed rule change is available at the Office of the Secretary, PCX, at the Commission, and on the Commission's website.

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

In its filing with the Commission, the PCX 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. The PCX has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

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

###### 1. Purpose

###### a. Introduction

The Exchange's new trading platform for options, PCX Plus, has been designed to enhance the PCX's current marketplace in several respects. The Exchange believes that this new hybrid model combines the best features of traditional floor-based markets and new electronic trading systems, while preserving a single marketplace with a single book. It allows PCX members to trade as Market Makers from locations away from the trading floor. It replaces the PCX's current priority rules with new ones that the Exchange believes would provide greater incentives for Market Makers to quote aggressively, with tighter markets and greater

<sup>3</sup> Amendment No. 1 replaces the PCX's original rule 19b-4 filing in its entirety.

<sup>12</sup> 15 U.S.C. 78f(b)(5).

<sup>13</sup> In approving this pilot, the Commission notes that it has considered the proposed rule's impact on efficiency, competition, and capital formation. 15 U.S.C. 78c(f).