

Under Section 6 of the Railroad Retirement Act (RRA), benefits that may be due on the death of a railroad employee or a survivor annuitant include (1) a lump-sum death benefit, (2) a residual lump-sum payment, (3) accrued annuities due but unpaid at death, and (4) monthly survivor insurance payments. The requirements for determining the entitlement of possible beneficiaries to these benefits are prescribed in 20 CFR 234.

When the RRB receives notification of the death of a railroad employee or survivor annuitant, an RRB field office utilizes Form RL-94-F, *Survivor Questionnaire*, to secure additional information from surviving relatives needed to determine if any further benefits are payable under the RRA. Completion is voluntary. One response is requested of each respondent.

The RRB proposes no changes to Form RL-94-F. The completion time for the RL-94-F is estimated at between 5 to 11 minutes. The RRB estimates that approximately 8,000 responses are received annually.

FOR FURTHER INFORMATION CONTACT: To request more information or to obtain a copy of the information collection justification, forms, and/or supporting material, please call the RRB Clearance Officer at (312) 751-3363. Comments regarding the information collection should be addressed to Ronald J. Hodapp, Railroad Retirement Board, 844 North Rush Street, Chicago, Illinois 60611-2092. Written comments should be received within 60 days of this notice.

Chuck Mierzwa,
Clearance Officer.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-27591]

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

November 1, 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 November 26, 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 November 26, 2002, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

FirstEnergy Corp., et al. (70-10102)

FirstEnergy Corp. ("FirstEnergy"), a registered holding company, 76 South Main Street, Akron, Ohio, 44308, and GPU Diversified Holdings LLC ("GPUDH"), its wholly owned direct nonutility subsidiary, 300 Madison Avenue, Morristown, New Jersey 07962, have filed an application with the Commission under sections 9(a) and 10 of the Act and rule 54 under the Act.

By orders dated December 17 and December 26, 1996,¹ the Commission authorized GPU International, Inc.; ("GPU"), which at the time was a wholly owned nonutility subsidiary of GPU, Inc. ("GPU"), a registered holding company, to invest up to \$30 million to acquire: (1) Voting and preferred shares of Ballard Generation Systems Inc.; ("BGS"),² a joint venture with Ballard Power Systems Inc. ("BPS"), a nonassociate Canadian company; (2) options to acquire specified additional amounts of voting and preferred stock of BGS; and (3) warrants to purchase BPS stock ("BPS Warrants").³ The Prior Orders authorized GPU to acquire 9.9% of the voting shares and twenty percent of the total equity of BGS, including shares obtained through the exercise of the purchased options. Correspondingly, GPU made the following acquisitions of BGS stock: 300,001 voting and 290,300 preferred

shares on December 24, 1996; 250,000 voting shares on October 24, 1997; 150,000 voting and 100,000 preferred shares on November 24, 1997; 300,000 voting and 100,000 preferred shares on June 12, 1998; and 400,000 preferred shares on March 29, 2000. In December of 2000, GPUDH acquired from GPU all of its voting and preferred BGS stock, and GPU acquired the BPS Warrants from GPU.⁴ In June of 2001, GPUDH acquired an additional 425,000 voting shares of BGS stock. Currently, GPUDH owns 1,425,001 voting and 890,300 preferred shares of BGS stock (collectively, "BGS Shares"), representing approximately 8.7% and 12.6% of BGS' outstanding voting and equity securities, respectively.

By order dated October 29, 2001,⁵ the Commission authorized GPU to merge with and into FirstEnergy. GPU did not survive the merger, and FirstEnergy is its successor in interest.

Applicants now propose to restructure their investment. Specifically, they request authority for GPUDH to exchange the BGS Shares for a number of restricted shares⁶ of BPS common stock that has a value equal to the value of the BGS Shares. For the purpose of this exchange, each BGS Share would be valued at \$19.50, and exchanged for a number of BPS shares equal in value as determined by the current market value of BPS' common shares. As a result of the proposed investment, GPUDH will not own, directly or indirectly, ten percent or more of the outstanding BPS voting common shares.

The principal business of BPS and its associated companies is the development, manufacture and commercialization of proton exchange membranes ("PEM") fuel cells and PEM fuel cell systems for use in transportation, stationary, portable and other power operations. All of BPS' sales revenue is derived from PEM fuel cell products.

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

Margaret H. McFarland,
Deputy Secretary.

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⁴ Subsequently, GPU was acquired by a nonassociate company.

⁵ See *FirstEnergy Corp.*, HCAR No. 27459.

⁶ All BPS shares issued to GPUDH would have a holding period of up to twelve months. Sales in the United States after one year would be limited by the constraints of rule 144 under the Securities Act of 1933, as amended. Sales in Canada would be restricted for four months, in accordance with Canadian provincial securities laws.

¹ HCAR No. 26631 and HCAR No. 26635, respectively (collectively, "Prior Orders").

² BGS is a Canadian company that develops, manufactures and markets stationary electric power systems employing fuel cell technology.

³ The Commission reserved jurisdiction over GPU's exercise of the warrants, pending completion of the record. See Prior Orders.