

for the Hope Creek Generating Station, located in Salem County, New Jersey.

The proposed amendment would have modified the facility technical specifications associated with the enabling of the Oscillation Power Range Monitor (OPRM) reactor protection system (RPS) trip function. The OPRM is designed to detect the onset of reactor core power oscillations resulting from thermal-hydraulic instability and suppresses them by initiating a reactor scram via the RPS trip logic. The Commission had previously issued a Notice of Consideration of Issuance of Amendment published in the **Federal Register** on June 16, 1999 (64 FR 32289). However, by letter dated January 7, 2000, the licensee withdrew the proposed change.

For further details with respect to this action, see the application for amendment dated May 17, 1999, as supplemented November 16, 1999, and the licensee's letter dated January 7, 2000, which withdrew the application for license amendment. The above documents are available for public inspection at the Commission's Public Document Room, the Gelman Building, 2120 L Street, NW., Washington, DC, and accessible electronically through the ADAMS Public Electronic Reading Room link at the NRC Web site (<http://www.nrc.gov>).

Dated at Rockville, Maryland, this 19th day of January 2000.

For The Nuclear Regulatory Commission.

**Richard B. Ennis,**

*Project Manager, Section 2, Project Directorate I, Division of Licensing Project Management, Office of Nuclear Reactor Regulation.*

[FR Doc. 00-1940 Filed 1-26-00; 8:45 am]

**BILLING CODE 7590-01-U**

## NUCLEAR REGULATORY COMMISSION

### Advisory Committee on Reactor Safeguards

#### Meeting of the Subcommittee on Plant License Renewal Revised

The ACRS Subcommittee meeting on Plant License Renewal scheduled for February 24, 2000, 8:00 a.m. until 1:00 p.m. at the Madren Conference Center at Clemson University, Room III & IV, 100 Madren Center Drive, Clemson, South Carolina, has been extended to include a closed session scheduled for February 23, 2000, 2:00 p.m., in Room 1075 of the Oconee Complex, Seneca, South Carolina. This session will be closed pursuant to 5 U.S.C. 552b(c)(4) to review proprietary information

pertinent to the Oconee license renewal application. Notice of this meeting was published in the **Federal Register** on Thursday, January 13, 2000 (64 FR 2204). All other items pertaining to this meeting remain the same as previously published.

**FOR FURTHER INFORMATION CONTACT:** Mr. Noel F. Dudley, cognizant ACRS staff engineer, (telephone: 301/415-6888) between 7:30 a.m. and 4:15 p.m. (EST).

Dated: January 21, 2000.

**Howard J. Larson,**

*Acting Associate Director for Technical Support, ACRS/ACNW.*

[FR Doc. 00-1941 Filed 1-26-00; 8:45 am]

**BILLING CODE 7590-01-P**

## OFFICE OF MANAGEMENT AND BUDGET

### Draft Report to Congress on the Costs and Benefits of Federal Regulations

**AGENCY:** Office of Management and Budget, Executive Office of the President.

**ACTION:** Notice of extension of public comment period.

**SUMMARY:** On January 7, 2000, OMB published a notice of availability of the Draft Report to Congress on the Costs and Benefits of Federal Regulations. The comment period was scheduled to end on January 21, 2000. This notice extends the public comment period on the draft report to February 22, 2000.

**DATES:** *Comment Due Date:* February 22, 2000.

**ADDRESSES:** Comments on this draft report should be addressed to John Morrall, Office of Information and Regulatory Affairs, Office of Management and Budget, NEOB, Room 10235, 725 17th Street, NW, Washington, DC 20503.

You may submit comments by regular mail, by facsimile to (202) 395-6974, or by electronic mail to [jmorrall@omb.eop.gov](mailto:jmorrall@omb.eop.gov).

**FOR FURTHER INFORMATION CONTACT:** You can review the Report on the Internet at: "<http://www.whitehouse.gov/omb/inforeg/index.html>". You may also request a copy from John Morrall, Office of Information and Regulatory Affairs, Office of Management and Budget, NEOB, Room 10235, 725 17th Street, NW, Washington, DC 20503. Telephone: (202) 395-7316. E-mail: [jmorrall@omb.eop.gov](mailto:jmorrall@omb.eop.gov).

**SUPPLEMENTARY INFORMATION:** On January 7, 2000, OMB published in the **Federal Register** (65 FR 1296) a notice of availability of the Draft Report to

Congress on the Costs and Benefits of Federal Regulations. The comment period on the draft report was scheduled to end January 21, 2000. Members of the public and Congress have asked for additional time to allow the public a better opportunity to participate in the comment process. Accordingly, OMB has decided to extend the public comment period on the draft report to February 22, 2000.

**John T. Spotila,**

*Administrator, Office of Information and Regulatory Affairs.*

[FR Doc. 00-1860 Filed 1-26-00 8:45 am]

**BILLING CODE 3110-01-M**

## SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 24258; International Series Release No. 1212; 812-11306]

### The Toronto-Dominion Bank, et al.; Notice of Application

January 20, 2000.

**AGENCY:** Securities and Exchange Commission ("Commission").

**ACTION:** Notice of an application under section 6(c) of the Investment Company Act of 1940 (the "Act") for an exemption from all provisions of the Act.

**SUMMARY OF APPLICATION:** Applicants request an order that would permit certain finance subsidiaries of The Toronto-Dominion Bank ("TD") to sell certain debt securities and use the proceeds to finance the business activities of their parent company, TD, and certain of its subsidiaries. The requested order would supersede an existing order.

**APPLICANTS:** TD, Toronto-Dominion Holdings (U.S.C.), Inc. ("TD Holdings"), and TD Capital Funding L.P. ("TD Capital").

**FILING DATES:** The application was filed on September 16, 1998 and amended on November 18, 1999. Applicants have agreed to file an amendment during the notice period, the substance of which is reflected in this notice.

**HEARING OR NOTIFICATION OF HEARING:** An order granting the application will be issued unless the Commission orders a hearing. Interested persons may request a hearing by writing to the Commission's Secretary and serving applicants with a copy of the request, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on February 14, 2000, and

should be accompanied by proof of service on applicants, in the form of an affidavit or, for lawyers, a certificate of service. Hearing requests should state the nature of the writer's interest, the reason for the request, and the issues contested. Persons who wish to be notified of a hearing may request notification by writing to the Commission's Secretary.

**ADDRESSES:** Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. Applicants, Attention: Marc L. Baum, 31 West 52nd Street, New York, New York 10019.

**FOR FURTHER INFORMATION CONTACT:** Lawrence W. Pisto, Senior Counsel, at (202) 942-0527, or George J. Zornada, Branch Chief, at (202) 942-0564, Office of Investment Company Regulation, Division of Investment Management.

**SUPPLEMENTARY INFORMATION:** The following is a summary of the application. The complete application may be obtained for a fee at the Commission's Public Reference Branch, 450 Fifth Street, NW, Washington, DC 20549-0102 (tel. (202) 942-8090).

**APPLICANTS' REPRESENTATIONS:**

1. TD is a chartered bank governed by the Bank Act of Canada and offers a range of financial services to individuals, corporate and commercial enterprises, financial institutions and governments in Canada. In the United States, TD offers a range of services to corporations, financial institutions and governments, as well as discount brokerage services through a wholly-owned subsidiary. TD also conducts operations outside North America.

2. TD Holdings, a Delaware corporation, is wholly owned by TD and acts as a holding company for most of TD's United States subsidiaries. TD Holdings is also a finance subsidiary and engages in funding activities for TD and certain of its subsidiaries in reliance on a previously-granted Commission order ("Prior Order").<sup>1</sup> The requested order would supersede the Prior Order.

3. TD Capital is a Delaware limited partnership. TD Capital's general partner is TD Capital Group Limited ("TDCG"), a corporation organized under the laws of Canada, which holds a one percent general partnership interest in TD Capital. TD is the sole limited partner of TD Capital and holds a 99% limited partnership interest in TD Capital.<sup>2</sup> TD also owns 100% of the

outstanding common stock of TDCG. TDCG has no outstanding securities other than the common stock owned by TD. TDCG relies on the exclusion from the definition of investment company in sections 3(c)(1) and 3(c)(7) of the Act.

4. Applicants also request relief for finance subsidiaries that may be created by TD in the future ("Other Finance Subsidiaries," and together with TD Holdings and TD Capital, the "Finance Subsidiaries"). The Finance Subsidiaries are or will be organized to issue debt securities and lend the proceeds to or invest the proceeds in TD and other companies that, after giving effect to the requested order, will be companies controlled by TD within the meaning of paragraph (b) of rule 3a-5 under the Act as discussed below (each a "Controlled Company," and collectively, "Controlled

6. Pursuant to the requested order, TD Capital would be able to invest the net proceeds of its offerings in its wholly-owned subsidiary, TD (Nova Scotia) Company, a Nova Scotia corporation ("TD Nova Scotia"). TD Nova Scotia is a special purpose vehicle relying on section 3(e)(7) of the Act and engages in no activities other than making equity investments in Controlled Companies. Applicants state that this conduit structure exists to clarify Canadian tax treatment of distributions to TD Capital. TD Nova Scotia would meet the definition of a "finance subsidiary" under rule 3a-5 but for the fact that (i) its securities are wholly-owned by TD Capital, which does not meet the definition of a "parent company" or a "company controlled by its parent company," because it would be exempted from the Act by the requested order and (ii) TD Nova Scotia makes loans to and investments in entities that do not meet the definition of "company controlled by the parent company" solely because they rely on section 3(c) of the Act. If the requested order is granted, TD Nova Scotia will use all of the moneys it receives from TD Capital to make investments or loans within six months after TD Capital receives the proceeds from its financing activities.

*Applicants' Legal Analysis*

1. Applicants request an order under section 6(e) of the Act for an exemption from all provisions of the Act, Rule 3a-5 under the Act provides an exemption from the definition of investment company for certain companies organized primarily to finance the business operations of their parent companies or companies controlled by their parent companies.

2. Rule 3a-5(b)(3)(i) in relevant part defines a "company controlled by the

parent company" to be a corporation, partnership, or joint venture that is not considered an investment company under section 3(a) or that is excepted or exempted by order from the definition of investment company by section 3(b) or by the rules and regulations under section 3(a). TD Capital and Other Finance Subsidiaries may not meet the definitions of a finance subsidiary under the rule.

3. TDCG does not meet the definition of a company controlled by the parent company under rule 3a-5(b)(3)(i) because it is excluded from the definition of investment company by either section 3(c)(1) or 3(c)(7) of the Act. Since TDCG holds a one percent general partnership interest in TD Capital, applicants state that not all of the outstanding securities of TD Capital are owned by its parent company or a company controlled by the parent company as required by rule 3a-5(b)(3)(i). Applicants state that this ownership structure does not raise the concerns that the requirement in rule 3a-5(b)(3)(i) was designed to address.

4. To the extent a Finance Subsidiary invests in or makes loans to a direct or indirect subsidiary of TD that relies on the exclusion from the definition of investment company under section 3(c) of the Act, that Finance Subsidiary would not meet the definition of a finance subsidiary under the rule because it is financing an entity that does not meet the definition of a company controlled by the parent company in rule 3a-5(b)(3)(i) because it is excluded from the definition of investment company by section 3(c) of the Act. Applicants state that neither TD, the Controlled Companies nor the Finance Subsidiaries engage primarily in investment company activities.

5. Pursuant to the requested order, a Finance Subsidiary may also invest in equity securities of unaffiliated companies in an amount that does not exceed four percent of the Finance Subsidiary's assets. Applicants state that ownership of such shares by a Finance Subsidiary prevents the imposition of withholding taxes on the dividends received on such shares, as the ability of a U.S. subsidiary of a non-U.S. entity to hold equity securities free of U.S. withholding taxes is well-established as a matter of tax law. Applicants further state that these holdings will be immaterial to the Finance Subsidiary.

6. Section 6(c) of the Act, in pertinent part, provides that the Commission, by order upon application, may conditionally or unconditionally exempt any person, security or transaction, or any class or classes of persons, securities or transactions, from

<sup>1</sup> Investment Company Act Release Nos. 22934 (Dec. 10, 1999) (Notice) and 22993 (Jan. 6, 1998) (Order).

<sup>2</sup> Applicants state that TD Capital was structured as a limited partnership because this structure would result in a lower after-tax cost of funds.

any provision or provisions of the Act to the extent that such exemption is necessary or appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act. Applicants submit that the requested relief meets the standards set out in section 6(c) of the Act.

#### *Applicants' Condition*

Applicants agree that the order granting the requested relief will be subject to the following condition:

Applicants will comply with all of the provisions of rule 3a-5 under the Act, except:

(1) a one percent general partnership interest in a Finance Subsidiary may be owned by a wholly-owned subsidiary of TD that does not meet the definition of "company controlled by the parent company" in rule 3a-5(b)(3)(i) solely because it is excluded from the definition of investment company by section 3(c) of the Act;

(2) a Finance Subsidiary may invest in or make loans to corporations, partnerships, and joint ventures that do not meet the portion of the definition of "company controlled by the parent company" in rule 3a-5(b)(3)(i) solely because they are excluded from the definition of investment company by section 3(c)(1), (2), (3), (4), (5), (6) or (7) of the Act, provided that any such entity that relies on the exclusion from the definition of investment company;

(a) under section 3(c)(1) or section 3(c)(7) will be either:

(i) engaged solely in lending, leasing or related activities (such as entering into credit derivatives to manage the credit risk exposures of its lending and leasing activities) and will not be structured as a means of avoiding regulation under the Act, or

(ii) a special purpose vehicle directly or indirectly wholly owned by TD that complies with the requirements of rule 3a-5 for finance subsidiaries to the same extent as permitted by the order for TD Capital;

(b) under section 3(c)(5) of the Act will fall within section 3(c)(5)(A) or 3(c)(5)(B) solely by reason of its holding of accounts receivable of either its own customers or of the customers of other TD subsidiaries, or by reason of loans made by it to such subsidiaries or customers; and

(c) under section 3(c)(6) of the Act will not be engaged primarily, directly or indirectly, in one or more of the businesses described in section 3(c)(5) of the Act (except as permitted in (b) above); and

(3) a Finance Subsidiary may be invest in, reinvest in, own, hold or trade in equity securities of unaffiliated companies with an aggregate purchase price not in excess of four percent of the Finance Subsidiary's assets.

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

**Margaret H. McFarland,**

*Deputy Secretary.*

[FR Doc. 00-1909 Filed 1-26-00; 8:45 am]

**BILLING CODE 8010-01-M**

### **SECURITIES AND EXCHANGE COMMISSION**

**[Investment Company Act Release No. 24259; 812-11856]**

#### **First American Investment Funds, Inc. and U.S. Bank National Association; Notice of Application**

January 21, 2000.

**AGENCY:** Securities and Exchange Commission ("Commission")

**ACTION:** Notice of an application under section 17(b) of the Investment Company Act of 1940 (the "Act") for an exemption from section 17(a) of the Act.

**SUMMARY OF APPLICATION:** Applicants request an order to permit certain series of a registered open-end management investment company to acquire all of the assets, subject to the liabilities, of certain other series of the investment company. Because of certain affiliations, applicants may not rely on rule 17a-8 under the Act.

**APPLICANTS:** First American Investment Funds, Inc. ("FAIF") and U.S. Bank National Association ("U.S. Bank").

**FILING DATES:** The application was filed on November 17, 1999 and amended on January 20, 2000.

**HEARING OR NOTIFICATION OF HEARING:** An order granting the application will be issued unless the Commission orders a hearing. Interested persons may request a hearing by writing to the Commission's Secretary and serving applicants with a copy of the request, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on February 15, 2000 and should be accompanied by proof of service on applicants, in the form of an affidavit, or, for lawyers, a certificate of service. Hearing requests should state the nature of the writer's interest, the reason for the request, and the issues contested. Persons who wish to be notified of a hearing may request notification by writing to the Commission's Secretary.

**ADDRESSES:** Secretary, Commission, 450 Fifth Street, N.W., Washington, D.C. 20549-0609; Applicants: c/o Thomas A. Berreman, Esq., U.S. Bank National Association, U.S. Bank Place, MPFP 2016, 601 Second Avenue South, Minneapolis, MN 55402.

#### **FOR FURTHER INFORMATION CONTACT:**

Deepak T. Pai, Senior Counsel, at (202) 942-0574 or Mary Kay Frech, Branch Chief, at (202) 942-0564, (Division of Investment Management, Office of Investment Company Regulation).

#### **SUPPLEMENTARY INFORMATION:**

The following is a summary of the application. The complete application may be obtained for a fee at the Commission's Public Reference Branch, 450 Fifth Street, N.W., Washington, D.C. 20549-0102 (telephone (202) 942-8090).

#### **APPLICANTS' REPRESENTATIONS:**

1. FAIF, a Maryland corporation, is registered under the Act as an open-end management investment company and is currently comprised of 30 series, including Intermediate Government Bond Fund, Adjustable Rate Mortgage Securities Fund, Regional Equity Fund, and Micro Cap Value Fund (the "Acquired Funds"), and Intermediate Term Income Fund, Limited Term Income Fund, and Small Cap Value Fund (the "Acquiring Funds" and together with the Acquired Funds, the "Funds").<sup>1</sup>

2. U.S. Bank is the investment adviser for the Funds. U.S. Bank is a national banking association and currently is exempt from registration as an investment adviser under the Investment Advisers Act of 1940. U.S. Bank is a wholly-owned subsidiary of U.S. Bancorp, a bank holding company. U.S. Bank Trust National Association ("U.S. Bank Trust" and together with U.S. Bank and their affiliates, "U.S. Bancorp Affiliates") is also a wholly-owned subsidiary of U.S. Bancorp. U.S. Bancorp Affiliates, directly or through a nominee, are record holders of more than 5% of the outstanding shares of each Acquiring Fund and certain Acquired Funds, and they hold or share voting discretion with respect to a portion of these Fund shares, or have a funding obligation to defined benefit plans which own 5% or more of the outstanding shares. The Fund shares held of record by U.S. Bancorp Affiliates are held for the benefit of others in a

<sup>1</sup> Acquired Funds and their corresponding Acquiring Funds are: Intermediate Government Bond Fund and Intermediate Term Income Fund; Adjustable Rate Mortgage Securities Fund and Limited Term Income Fund; Regional Equity Fund and Small Cap Value Fund; and Micro Cap Value Fund and Small Cap Value Fund.