withdrawal of the Securities from listing on the PCX and shall have no affect upon the Securities' continued listing on the NYSE and registration under Section 12(b) of the Act.[3]

Any interested person may, on or before February 22, 2002, 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 PCX and what terms, if any, should be imposed by the Commission for the protection of investors. 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.[4]

Jonathan G. Katz,

Secretary.

[FR Doc. 02–2864 Filed 2–5–02; 8:45 am]

BILLING CODE 8010–01–P

[3] 15 U.S.C. 78*l*(b).

[4] 17 CFR 200.30–3(a)(1).

SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Notice of Application to Withdraw from Listing and Registration on the American Stock Exchange LLC (Scientific Games Corporation, Class A Common Stock, $.01 par value) File No. 1–11693

January 31, 2002.

Scientific Games Corporation, a Delaware 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'')[1] and Rule 12d2–2(d) thereunder,[2] to withdraw its Class A Common Stock, $.01 par value (''Security''), from listing and registration on the American Stock Exchange LLC (''Amex'' or ''Exchange'').

The Issuer stated in its application that it has met the requirements of Amex Rule 18 by complying with all applicable laws in effect in the state of Delaware, 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 Security's withdrawal from listing on the Amex and from registration under Section 12(b) of the Act[3] and shall not affect its obligation to be registered under Section 12(g) of the Act.[4]

On January 9, 2002, the Board of Directors of the Issuer approved resolutions to withdraw the Issuer's Security from listing on the Amex and to list it on the Nasdaq National Market, Inc. (''Nasdaq''). The Issuer stated in its application that trading in the Security on the Amex ceased on January 29, 2002, and trading of the Security began on the Nasdaq at the opening of business on January 29, 2002. The Issuer made the decision to withdraw its Security from the Amex and list the Security on Nasdaq in order to increase the visibility and liquidity of the Security.

Any interested person may, on or before February 22, 2002 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. 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.[5]

Jonathan G. Katz,

Secretary.

[FR Doc. 02–2863 Filed 2–5–02; 8:45 am]

BILLING CODE 8010–01–P

[1] 15 U.S.C. 78*l*(d).

[2] 17 CFR 240.12d2–2(d).

[3] 15 U.S.C. 78*l*(b).

[4] 15 U.S.C. 78*l*(g).

[5] 17 CFR 200.30–3(a)(1).

SECURITIES AND EXCHANGE COMMISSION

[Release No. IC–25406; 812–12764]

Credit Suisse First Boston Corporation, et al.; Notice of Application

January 30, 2002.

AGENCY: Securities and Exchange Commission (''Commission'').

ACTION: Temporary order and notice of application under section 9(c) of the Investment Company Act of 1940 (''Act'').

Summary of Application: Applicants have received a temporary order exempting them and other entities of which Credit Suisse First Boston Corporation (''CSFB'') is or becomes an affiliated person from section 9(a) of the Act, with respect to a securities-related injunction entered into on January 29, 2002, until the Commission takes final action on an application for a permanent order. Applicants also have requested a permanent order.

Applicants: CSFB, Credit Suisse Asset Management, LLC (''CSAM Americas''), Credit Suisse Asset Management Securities, Inc. (''CSAM Securities''), Credit Suisse Asset Management Limited (''CSAM London''), and Credit Suisse First Boston, Inc. (''CSFBI'').

Filing Date: The application was filed on January 30, 2002.

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 25, 2002, 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, NW, Washington, DC 20549–0609. Applicants, CSFB and CSFBI, Eleven Madison Avenue, New York, NY 10010–3629; CSAM Americas and CSAM Securities, 466 Lexington Avenue, New York, NY 10017–3147; CSAM London, Beaufort House, 15 St. Botolph Street, London (England), United Kingdom EC3A 7JJ.

FOR FURTHER INFORMATION, CONTACT: John L. Sullivan, Senior Counsel, at (202) 942–0681, or Michael W. Mundt, Senior Special Counsel, 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, NW, Washington, DC 20549–0102 (tel. 202–942–8090).

Applicants' Representations

1. CSFB, a Massachusetts corporation, is a full service investment banking firm and is registered as a broker-dealer under the Securities Exchange Act of 1934 (''Exchange Act'') and as an investment adviser under the

Investment Advisers Act of 1940 (''Advisers Act''). CSAM Americas, a Delaware limited liability company, is registered as an investment adviser under the Advisers Act. CSAM Securities, a New York corporation, is registered as a broker-dealer under the Exchange Act. CSAM London, a corporation organized under the laws of England and Wales, is registered as an investment adviser under the Advisers Act. CSFB, CSAM Americas, and CSAM Securities are indirect wholly owned subsidiaries of CSFBI, which is an indirect wholly owned subsidiary of Credit Suisse Group (''Group'') that functions as the holding company for most of the Group's US investment banking and asset management operations. CSAM London and CSFB are indirect subsidiaries of Credit Suisse First Boston. CSAM Americas and CSAM London currently serve as investment advisers (in some case, as subadvisers) to a number of registered open-end and closed-end management investment companies, and CSAM Securities currently serves as principal underwriter to a number of registered open-end management investment companies (together, such investment companies are ''Funds'').[1]

2. On January 29, 2002, the U.S. District Court for the District of Columbia entered a Final Judgment of Permanent Injunction and Other Relief (''Final Judgment'') in a matter brought by the Commission.[2] The Commission alleged that CSFB allocated ''hot'' initial public offerings (''IPOs'') to customers willing to pay higher than normal commissions to CSFB and violated section 17(a) of the Exchange Act, rule 17a–3 under the Exchange Act, and Conduct Rules 2110 and 2330 of the National Association of Securities Dealers, Inc. (''NASD''). The Final Judgment, among other things, enjoined CSFB, directly or through its officers, directors, agents, and employees, from violating section 17(a), rule 17a–3, and NASD Conduct Rules 2110 and 3220. Additionally, the Final Judgment ordered CSFB to pay disgorgement of $70 million, pay a civil penalty of $30 million, and comply with certain undertakings, including an undertaking to adopt and implement certain policies and procedures relating to the allocation of IPO shares.

Applicants' Legal Analysis

1. Section 9(a)(2) of the Act, in relevant part, prohibits a person who has been enjoined from engaging in or continuing any conduct or practice in connection with the purchase or sale of a security from acting, among other things, as an investment adviser or depositor of any registered investment company or a principal underwriter for any registered open-end investment company, registered unit investment trust, or registered face-amount certificate company. Section 9(a)(3) of the Act makes the prohibition in section 9(a)(2) applicable to a company any affiliated person of which has been disqualified under the provisions of section 9(a)(2). Applicants state that, as a result of the Final Judgment, applicants may be subject to the prohibitions of section 9(a).

2. Section 9(c) of the Act provides that the Commission shall grant an application for an exemption from the disqualification provisions of section 9(a) if it is established that these provisions, as applied to the applicants, are unduly or disproportionately severe or that the applicants' conduct has been such as not to make it against the public interest or the protection of investors to grant the application. Applicants have filed an application pursuant to section 9(c) of the Act seeking temporary and permanent orders exempting the Covered Persons from the provisions of section 9(a) of the Act.

3. Applicants state that the prohibitions of section 9(a) as applied to the Covered Persons would be unduly and disproportionately severe and that the conduct of applicants has been such as not to make it against the public interest or the protection of investors to grant the exemption from section 9(a). Applicants state that the matters forming the basis of the Final Judgment did not involve any registered investment companies. Applicants state that no current or former employee of any of the applicants who is or was involved in providing advisory or underwriting services to registered investment companies advised or underwritten by the applicants was involved in the conduct resulting in the Final Judgment. CSFB also will adopt and implement certain policies and procedures, as required in the Final Judgment, regarding allocation of IPO shares.

4. CSAM Americas, CSAM London, and CSAM Securities will distribute written materials, including an offer to meet in person to discuss the materials, to the boards of directors or trustees of the Funds regarding the Final Judgment and the reasons they believe relief pursuant to section 9(c) is appropriate. CSAM Americas, CSAM London, and CSAM Securities will provide the Funds with all information concerning the Final Judgment and the exemptive application necessary for those Funds to fulfill their disclosure and other obligations under the federal securities laws.

5. Applicants assert that the inability of CSAM Americas and CSAM London to continue providing advisory services to the Funds and the inability of CSAM Securities to continue to serve as principal underwriter to Funds would result in potentially severe hardships for the Funds and their shareholders. Applicants also assert that if they were prohibited from providing services to registered investment companies, the effect on their businesses and employees would be severe.

6. Applicants note that they have previously received exemptive orders pursuant to section 9(c) of the Act. In 1986, The First Boston Corporation (''FBC,'' a former name of CSFB) became subject to a permanent injunction arising out of a violation of section 10(b) of the Exchange Act and rule 10b–5 under the Exchange Act involving purchases for its own account of certain securities while in possession of material nonpublic information (''1986 Injunction'').[3] The Commission issued orders under section 9(c) with respect to the 1986 Injunction.[4] In 1975, Credit Suisse (currently known as Credit Suisse First Boston) became subject to a permanent injunction arising out of violations of various provisions of the federal securities laws in connection with the distribution of unregistered gold-related securities (''1975 Injunction'').[5] The Commission issued orders under section 9(c) with respect to the 1975 Injunction.[6] Applicants do not believe that the existence of these prior

[1] Applicants request that any relief granted pursuant to the application also apply to any other entity of which CSFB is or hereafter becomes an affiliated person (together with the applicants, the ''Covered Persons'').

[2] *Securities and Exchange Commission* v. *Credit Suisse First Boston Corporation*, Final Judgment of Permanent Injunction and Other Relief as to Credit Suisse First Boston Corporation, 02 Civ. 00090 (RWR) (D.D.C., Jan. 29, 2002).

[3] *Securities and Exchange Commission v. The First Boston Corporation,* Final Judgment of Permanent Injunction and Other Relief as to The First Boston Corporation, 86 Civ. 3524 (S.D.N.Y. May 5, 1986).

[4] *See, e.g., First Boston Asset Management Corporation, et al.,* Investment Company Act Release Nos. 15086 (May 5, 1986) (notice and temporary order) and 15221 (July 24, 1986) (permanent order).

[5] *Securities and Exchange Commission v. American Institute Counselors, Inc., et al.,* Final Judgment of Permanent Injunction and Other Relief as to American Institute Counselors, Inc., et al., 75 Civ. 1965 (D.D.C. Nov. 25, 1975).

[6] *See, e.g., First Boston Corporation,* Investment Company Act Release Nos. 12867 (Dec. 3, 1982) (notice and temporary order) and 12928 (Dec. 27, 1982) (permanent order).

violations should preclude them from obtaining the requested relief.

Applicants' Condition

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

1. Any temporary exemption granted pursuant to the application shall be without prejudice to, and shall not limit the Commission's rights in any manner with respect to, any Commission investigation of, or administrative proceedings involving or against, applicants, including without limitation, the consideration by the Commission of a permanent exemption from section 9(a) of the Act requested pursuant to the application or the revocation or removal of any temporary exemptions granted under the Act in connection with the application.

Temporary Order

The Commission has considered the matter and finds that applicants have made the necessary showing to justify granting of a temporary exemption.

Accordingly, *it is hereby ordered*, under section 9(c), that the Covered Persons are granted a temporary exemption from the provisions of section 9(a), effective forthwith, solely with respect to the Final Judgment, subject to the condition in the application, until the Commission takes final action on an application for a permanent order.

By the Commission.

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 02–2794 Filed 2–5–02; 8:45 am]

BILLING CODE 8010–01–P

SECURITIES AND EXHANGE COMMISSION

(Release No. 34–45360; File No. SR–Amex–2001–102)

Self-Regulatory Organizations; American Stock Exchange LLC; Order Approving a Proposed Rule Change Relating to a Retroactive Increase in Floor, Membership and Options Trading Fees

January 29, 2002.

I. Introduction and Description of the Proposal

On December 6, 2001, the American Stock Exchange LLC (''Amex'' or ''Exchange'') filed with the Securities and Exchange Commission (''Commission''), pursuant to section 19(b)(1) of the Securities Exchange Act of 1934 (''Act'') [1] and Rule 19b–4 thereunder,[2] a proposed rule change to apply retroactively fee increases made under SR–Amex–2001–101,[3] which was filed for immediate effectiveness pursuant to section 19(b)(3)(A)(ii) of the Act.[4] Specifically, the Exchange proposed to increase floor, membership and option trading fees and to impose the increased license fees and to eliminate of the fee cap for options as of October 1, 2001. Amendment No. 1 was filed with the Commission on December 17, 2001.[5]

The proposed rule change was published for comment, as amended, in the **Federal Register** on December 27, 2001.[6] The Commission received no comments on the proposal. This order approves the proposed rule change, as amended.

II. Discussion

After careful review, the Commission finds that the proposed rule change, as amended, is consistent with the requirements of section 6 of the Act [7] and the rules and regulations thereunder applicable to a national securities exchange.[8] The Commission finds specifically that the proposed rule change is consistent with section 6(b)(4) of the Act [9], which requires, among other things, that the rules of a national securities exchange be designed to provide for the equitable allocation of reasonable dues, fees, and other charges among its members and issuers and other persons using its facilities. Specifically, the increase reflects additional costs that Amex has represented it has incurred since August 2001 for services provided to issuers. The Amex stated that it has committed additional resources to provide enhancements to the Floor, and major improvements in technology, facilities and services, which included a major expansion of the Amex Trading Floor in 2001. The Exchange represented that the increase in options transactions charges is necessitated by the large and increasing costs incurred by the Exchange in implementing options trading technology. The Exchange further represented that it has subsidized such expenses before August 1, 2001.

III. Conclusion

It is therefore ordered, pursuant to section 19(b)(2) of the Act [10], that the proposed rule change (File No. SR–Amex–2001–102), as amended, is approved.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.[11]

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 02–2791 Filed 2–5–02; 8:45 am]

BILLING CODE 8010–01–P

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

[3] *See* Securities Exchange Act Release No. 45163 (December 18, 2001), 66 FR 66958 (December 27, 2001) for a description of these increased fees. (SR–Amex–2001–101).

[4] 15 U.S.C. 78s(b)(3)(a)(ii).

[5] *See* letter from Claire P. McGrath, Vice President and Deputy General Counsel, Amex, to Nancy Sanow, Assistant Director, Division of Market Regulation, Commission, dated December 14, 2001 (''Amendment No. 1''). In Amendment No. 1, the Amex provided greater detail as to the basis for the proposed rule change.

[6] *See* Securities Exchange Act Release No. 45165 (December 27, 2001), 66 FR 66957.

[7] 15 U.S.C. 78f.

[8] In approving this proposed rule change, the Commission has considered the proposed rule's impact on efficiency, competition, and capital formation. 15 U.S.C. 78c(f).

[9] 15 U.S.C. 78f(b)(4).

[10] 15 U.S.C. 78s(b)(2).

[11] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–45365; File No. SR–AMEX–2001–106]

Self-Regulatory Organizations; Notice of Filing of Proposed Rule Change and Amendment No. 1 Thereto by the American Stock Exchange LLC Relating to Unlisted Trading Privileges in Nasdaq National Market Securities

January 30, 2002.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (''Act''),[1] and Rule 19b–4 thereunder,[2] notice is hereby given that on December 17, 2001, 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. The Amex filed an amendment to its proposal on January 14, 2002.[3] The Commission is publishing this notice to solicit comments on the proposed rule change as amended from interested persons.

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

[3] *See* letter from Geraldine Brindisi, Vice President and Corporate Secretary, Amex, to Katherine England, Assistant Director, Division of Market Regulation, Commission (January 11, 2002) (''Amendment No. 1'').