



OFFICE OF
PUBLIC UTILITY REGULATION

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

February 21, 2001

Ms. Karen D. Cyr
General Counsel
U.S. Nuclear Regulatory Commission
One White Flint North
11555 Rockville Pike
Rockville, Maryland 20852-2738

Re: Reproposed Rules; Request for Comment
Acquisition of U.S. Utilities by Foreign Holding Companies
Holding Co. Act Rel. 35-27342; Int'l Series 1246; File No. S7-05-01

Dear Ms. Cyr:

On February 1, 2001, the Commission repropose for comment rules 55 and 56 and an amendment to rule 87 under the Public Utility Holding Company Act of 1935 regarding the acquisition of foreign utility companies by registered holding companies. In addition, the release is seeking comment on various issues surrounding the acquisition of United States utilities by foreign companies or other foreign entities that would register as holding companies under the Public Utility Holding Company Act of 1935 following the transaction. Among other things, the release requests comment on the appropriate size and scope of a foreign utility company.

The repropose rules and amendment were published in the *Federal Register* on February 7, 2001. Comments are due on or before April 9, 2001. A copy of the release may be found in the *Federal Register*, commercial legal databases, and on the Commission's Internet web site at <http://www.sec.gov/rules/proposed/35-27342.htm>. If you require a hardcopy of the release, please contact the Commission's Office of Public Reference: (202) 942-8090.

If you have any questions, please feel free to call me at (202) 942-0560 or Alberto H. Zapata at (202) 942-0546.

Very truly yours,

Catherine A. Fisher
Assistant Director

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