than twelve (12) directors, with the Board of Directors currently contemplated to consist initially of ten (10) members. The authorized number of Directors shall be as determined from time to time by resolution of the Board of Directors. At least fifty percent (50%) of the Directors will be persons from the public and will not be, or be affiliated with, a broker or dealer in securities. At least twenty (20%) of the Directors (but no fewer than two (2) Directors) will be nominees of the ETP/Equity ASAP Nomination Committee, pursuant to Rule 3 of the Corporation. *An officer or director of a facility of the Corporation may serve on the Board of Directors.* The term of office of a Director shall not be affected by any decrease in the authorized number of Directors.

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

Currently, the Board of Directors may consist of not less than (10) or more then twelve (12) directors. Currently the Board of Directors consists of ten (10) members. The authorized number of Directors is determined from time to time by resolution of the Board of Directors. At least fifty percent (50%) of the Directors are persons from the public (*i.e.,* not a broker or dealer in securities or affiliate thereof). At least twenty (20%) of the Directors (but no fewer than two (2) Directors) will be nominees of the ETP/Equity ASAP Nomination Committee, pursuant to Rule 3 of the Corporation.[4]

The Exchange and its wholly-owned subsidiary, PCXE, propose to change this PCXE Bylaw to permit an officer or director of a facility of PCXE (Corporation) to serve on the Board of Directors of PCXE.

The PCX and PCXE have entered into various agreements with Archipelago Holding, L.L.C. (''Archipelago'' or ''Company'') under which Archipelago Exchange, L.L.C. (''Arca''), a subsidiary of Archipelago Holdings, L.L.C. would operate Area as a facility of the PCXE.[5] PCX, through PCXE, recently proposed to create a new electronic trading facility of the PCXE called Archipelago Exchange. The proposed rule change would permit an Archipelago member, officer or director to serve on the Board of Directors.

The proposed Bylaw amendment calls for a designee of a ''facility of the Corporation'' to provide flexibility. Under the proposal, permitting a facility designee to serve on the PCXE Board of Directors would not decrease the number of public members or number of nominees of the ETP/Equity ASAP Nomination Committee serving on the Board.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act,[6] in general, and furthers the objectives of section 6(b)(3),[7] in particular, in that it is consistent with the fair representation principles set forth in the Act.[8]

B. Self-Regulatory Organization's Statement on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

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

Written comments on the proposed rule change were neither solicited nor received.

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 self-regulatory organization consents, the Commission will—

(A) by order approve such rule change, or

(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 is consistent with the Act. Persons making written submissions should file six copies thereof with the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW., 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 such filing will also be available for inspection and copying at the principal office of the PCX. All submissions should refer to File No. SR–PCX–01–03 and should be submitted by March 28, 2001.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.[9]

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 01–5544 Filed 3–6–01; 8:45 am]

BILLING CODE 8010–01–M

[4] The proposal will not alter the compositional or nomination criteria for the PCXE Board of Directors. *See* Amendment No. 1, *supra* note 3.

[5] *See* Securities Exchange Act Release No. 43608 (November 21, 2000), 65 FR 78822 (December 15, 2000) (Notice of File No. SR–PCX–00–25 proposing to create a new electronic trading facility of the PCXE called Archipelago Exchange).

[6] 15 U.S.C. 78f(b).

[7] 15 U.S.C. 78f(b)(3).

[8] *See* Amendment No. 1, *supra* note 3.

[9] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–44021; File No. SR–PHLX–01–14]

Self-Regulatory Organizations; Notice of Filing and Immediate Effectiveness of Proposed Rule Change by the Philadelphia Stock Exchange, Inc. Relating to a Rebate for Certain Fees Incurred in Connection with the Exchange's Payment for Order Flow Fee Program

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 January

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

[2] 17 CFR 240.19B–4.

30, 2001 the Philadelphia Stock Exchange, Inc. (''Phlx'' or the ''Exchange'') filed with the Securities and Exchange Commission (''Commission'') the proposed rule change as described in Items I, II, and III below, which Items the Phlx has prepared. The Commission is publishing this notice to solicit comments on the proposed rule changes from interested persons.

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

The Phlx proposes to allow for a debate of specified funds in connection with its payment for order flow program.

Effective August 1, 2000, the Phlx imposed a marketing fee of $1.00 per contract [3] on transactions by Phlx specialists and Registered Options Traders (ROTs) in the Top 120 Options on the Phlx.[4] The specialists make all determinations concerning the amount that is paid for orders and which order flow providers receive the payments.

Some Phlx specialist units have made payments to attract order flow and have requested reimbursement for those expenditures, but other specialist units have not participated in the payment for order flow program. As a consequence, some proceeds raised by the imposition of payment for order flow fees have remained unspent. Accordingly, the Phlx is instituting a payment for order flow rebate program to handle the unspent funds.

Pursuant to the rebate program, any money that has been billed or collected with respect to particular option symbol but has not been spent will be credited or returned according to the following guidelines: (1) Within 10 days from the date monthly bills are due, specialists must submit their requests for reimbursement; (2) the Phlx's accounting department will process the reimbursement requests and determine the amount of unspent funds for each month; (3) any unspent refunds will be returned to specialists and ROTs on a *pro rata* basis, with rebates calculated as a percentage of the unspent funds to the payment for order flow invoiced amounts,[5] (4) rebate checks will be given to specialists and ROTs approximately ten days after the reimbursement cutoff request date (20 days after monthly bills are due); and (5) credits will be calculated against any amounts that have been billed, but not collected. Late charges will continue to accrue on any amounts that remain outstanding, although based upon a lower ''principal'' amount after the rebates have been calculated.[6]

The Exchange intends to begin implementing this program by requesting that reimbursement requests for the months of August, September, and October be received by January 30, 2001, with rebates processed ten days thereafter.[7] Reimbursement requests for the month of November should be received by February 15, 2001, with rebates processed ten days thereafter. Post-November reimbursement requests will be processed according to the guidelines stated above.

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 Phlx 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 self-regulatory organization 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

The Phlx's payment for order flow program was designed to generate a source of funds that specialists may use to attract order flow in the Top 120 Options. The Phlx believed that it was necessary for it to adopt this type of fee in order to maintain and enhance its competitive position. The purpose of the proposed rule change is to provide a rebate to specialists and ROTs of specified funds in connection with the Phlx's payment for order flow program.

Since the implementation of the payment for order flow fee on August 1, 2000, some funds have been billed or collected but not disbursed to order flow providers. Some order flow providers may maintain policies not to accept payment for order flow funds. The Phlx believes that holding unspent payment for order flow funds is inefficient and does not serve the best interests of the specialists and ROTs. The Phlx believes that returning the funds to the specialists and ROTs in a timely manner may allow them to use the funds in a more efficient manner, such as by increasing liquidity on the trading floor or investing the capital in their firms.

The Phlx believes that its proposal is consistent with section 6(b) of the Act in general, and furthers the objectives of sections 6(b)(4) and 6(b)(5) in particular. The Phlx believes that, because the specialists and ROTs will receive a rebate of the funds that were billed or collected but remain unspent, the rebate program will enable an equitable allocation of reasonable fees among the Phlx's members. Moreover, the Phlx believes that the payment for order flow rebate program, as described above, should promote just and equitable principles of trade, remove impediments to and perfect the mechanism of a free and open market, and protect investors and the public interest by allowing a more efficient use of funds, which may result in increased liquidity, tighter markets, and more competition among Exchange members.

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

The Phlx does not believe that the proposed rule change will impose any inappropriate burden on competition.

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

The Phlx did not solicit any written comments on the proposed rule change. The Phlx has received written comments addressed generally to its payment for order flow program. A letter from Merrill G. Davidoff of Berger & Montague, P.C., on behalf of the Independent Traders Association, Inc. and a letter from S.C. Hamilton stated that the payment for order flow program

[3] Currently, this fee is not applicable to the following transactions: (1) Specialist-to-ROT; (2) ROT-to-ROT; (3) specialist-to-firm; (4) ROT-to-firm; (5) specialist-to-broker-dealer; and (6) ROT-to-broker-dealer. *See* Securities Exchange Act Release Nos. 41377 (August 18, 2000), 65 FR 51889 (Aug. 25, 2000) (SR–Phlx–00–77); 43480 (Oct. 25, 2000), 65 FR 66275 (Nov. 3, 2000) (SR–Phlx–00–87); and 43481 (Oct. 25, 2000), 65 FR 66277 (Nov. 3, 2000) (SR–Phlx–00–88, SR–Phlx–00–89).

[4] A Top 120 Option is defined as one of the 120 most actively traded equity options, in terms of national trading volume, as reflected by the Options Clearing Corporation. The Top 120 Options are calculated every six months. The proposed fees does not apply to index or currency options.

[5] For example, if a total invoiced amount for a Top 120 Option is $200,000 (composed of $120,000 received from the specialist; $25,000 received from ROT #1; and $55,000 received from ROT #2) and a specialist requests reimbursement in the amount of $75,000, there would be $125,000 in unspent funds. There would be a rebate of 62.5% ($125,000/$200,000) distributed on a pro rata basis. Therefore, the specialist would receive $75,000; ROT #1 would receive $15,625; and ROT #2 would receive $34,375.

[6] Late charges are assessed pursuant to Phlx Rule 50. The Phlx does not waive late fees for past due amounts even if some portion of the fee is later rebated.

[7] The Phlx will make pro-rata determinations for amounts from August 2000 to October 2000 on a month-by -month basis.

is in violation of Phlx by-laws. Mr. Davidoff's letter also expressed concerns over the implementation of the program. A letter from Edward Frank of Gateway Partners LLC requested an amendment to the program to allow for rebates in certain situations. A letter from the Independent Traders Association, Inc., stated concerns about the payment for order flow program and how the Phlx is implementing the program. A handout that the Independent Traders Association, Inc., distributed to the Board of Governors at its regular board meeting on January 24, 2001, summarized its concerns and proposed changes to the program. Although a number of the letters have disagreed with the payment for order flow program, the Phlx believes that it was necessary to adopt the program to remain competitive. None of the letters addressed the terms of the rebate program that is the subject of this filing. All of the letters are available for inspection at the principal offices of the Phlx and at the Commission.

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

The Phlx has designated the foregoing proposed rule change as a fee change pursuant to section 19(b)(3)(A) of the Act and Rule 19b–4(f)(2) thereunder. Accordingly, the proposal has become immediately effective upon filing with the Commission. At any time within 60 days of the filing of the proposed rule change, the Commission may summarily abrogate the rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

IV. Solicitation of Comments

The Commission invites interested persons to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Persons making written submissions should file six copies thereof with the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549–0609. Copies of the submissions, 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 changes 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 such filings will also be available for inspection and copying at the principal offices of the Phlx. All submissions should refer to File Nos. SR–Phlx–01–14 and should be submitted by March 28, 2001.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.[8]

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 01–5542 Filed 3–6–01; 8:45 am]

BILLING CODE 8010–01–M

DEPARTMENT OF STATE

[Public Notice 3595]

Culturally Significant Objects Imported for Exhibition Determinations: ''A Breeze from the Gardens of Persia: New Art from Iran''

AGENCY: United States Department of State.

ACTION: Notice.

SUMMARY: Notice is hereby given of the following determinations: Pursuant to the authority vested in me by the Act of October 19, 1965 [79 Stat. 985, 22 U.S.C. 2459], the Foreign Affairs Reform and Restructuring Act of 1998 [112 Stat. 2681 *et seq.*], Delegation of Authority No. 234 of October 1, 1999 [64 FR 56014], and Delegation of Authority No. 236 of October 19, 1999 [64 FR 57920], as amended, I hereby determine that the objects to be included in the exhibit, ''A Breeze from the Gardens of Persia: New Art from Iran,'' imported from abroad for the temporary exhibition without profit within the United States, are of cultural significance. These objects will be imported pursuant to loan agreements with foreign lenders. I also determine that the temporary exhibition or display of the exhibit objects at the Meridian International Center, Washington, DC, from on or about April 26, 2001, to on or about July 14, 2001; Queens Library Gallery, Jamaica, NY, from on or about September 7, 2001, to on or about November 9, 2001; ArtCentre of Plano, Plano, TX, from on or about November 19, 2001, to on or about January 11, 2002, and at other U.S. venues yet to be determined, is in the national interest. The exhibition is expected to end by August 31, 2003. Public Notice of these determinations is ordered to be published in the Federal Register.

[8] 17 CFR 200.30–3(a)(12).

FOR FURTHER INFORMATION CONTACT: For further information, including a list of exhibit objects, contact Julianne Simpson, Attorney-Adviser, Office of the Legal Adviser, U.S. Department of State (telephone: 202/619–6529). The address is U.S. Department of State, SA–44, 301 4th Street, SW, Room 700, Washington, DC 20547–0001.

Dated: March 1, 2001.

Helena Kane Finn,

Acting Assistant Secretary for Educational and Cultural Affairs, U.S. Department of State.

[FR Doc. 01–5554 Filed 3–6–01; 8:45 am]

BILLING CODE 4710–08–P

DEPARTMENT OF TRANSPORTATION

Federal Motor Carrier Safety Administration

[Docket No. FMCSA–2000–7918]

Qualification of Drivers; Exemption Applications; Vision

AGENCY: Federal Motor Carrier Safety Administration (FMCSA), DOT.

ACTION: Notice of final disposition.

SUMMARY: The FMCSA announces its decision to exempt 55 individuals from the vision requirement in 49 CFR 391.41(b)(10).

DATES: Effective March 7, 2001.

FOR FURTHER INFORMATION CONTACT: For information about the vision exemptions in this notice, Ms. Sandra Zywokarte, Office of Bus and Truck Standards and Operations, (202) 366–2987; for information about legal issues related to this notice, Ms. Elaine Walls, Office of the Chief Counsel, (202) 366–1394; FMCSA, Department of Transportation, 400 Seventh Street, SW., Washington, DC 20590. Office hours are from 7:45 a.m. to 4:15 p.m., e.t., Monday through Friday, except Federal holidays.

SUPPLEMENTARY INFORMATION:

Electronic Access

You may see all the comments online through the Document Management System (DMS) at: *http://dmses.dot.gov.*

Background

Sixty-five individuals petitioned the Federal Motor Carrier Safety Administration (FMCSA) for an exemption from the vision requirement in 49 CFR 391.41(b)(10), which applies to drivers of commercial motor vehicles (CMVs) in interstate commerce. They are: Henry Ammons Jr., Wayne A. Anderson, Glenn A. Babcock Jr., Bobby J. Beall, Robert D. Bonner, James F.