

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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AMENDMENT NO. 2 TO  
SCHEDULE 14D-1  
TENDER OFFER STATEMENT PURSUANT TO SECTION 14(D) (1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
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MYR GROUP INC.  
(NAME OF SUBJECT COMPANY)

GPU, INC.  
GPX ACQUISITION CORP.  
(BIDDERS)

COMMON STOCK, \$0.01 PAR VALUE  
(TITLE OF CLASS OF SECURITIES)

554053108  
(CUSIP NUMBER OF COMMON STOCK)

T.G. HOWSON  
VICE PRESIDENT AND TREASURER  
GPU, INC.  
300 MADISON AVENUE  
MORRISTOWN, NEW JERSEY 07962-1911  
(973) 455-8200

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO RECEIVE NOTICES  
AND COMMUNICATION ON BEHALF OF BIDDERS)

WITH A COPY TO:  
PAUL M. REINSTEIN, ESQ.  
FRIED, FRANK, HARRIS, SHRIVER & JACOBSON  
ONE NEW YORK PLAZA  
NEW YORK, NEW YORK 10004-1980  
(212) 859-8000

WITH A COPY TO:  
DOUGLAS E. DAVIDSON, ESQ.  
BERLACK, ISRAELS & LIBERMAN LLP  
120 WEST 45TH STREET  
NEW YORK, NEW YORK 10036  
(212) 704-0100

This Amendment No. 2 filed on March 23, 2000 to the Schedule 14D-1 filed on December 29, 1999, relates to a tender offer by GPX Acquisition Corp., a Delaware corporation ("Offeror"), a direct wholly owned subsidiary of GPU, Inc., a Pennsylvania corporation ("Parent"), to purchase all issued and outstanding shares of common stock, par value \$.01 per share (the "Common Stock") of MYR Group Inc., a Delaware corporation, at a purchase price of \$30.10 per share of Common Stock, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated December 29, 1999 and in the related Letter of Transmittal.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

Item 11 is hereby amended to add the following exhibit:

(a) (11) - Form of Press Release, as issued by Parent and Offeror on March 23, 2000.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete

and correct.

Dated: March 23, 2000

GPU, INC.

By: /s/ T.G. Howson

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Name: T.G. Howson  
Title: Vice President and Treasurer

GPX ACQUISITION CORP.

By: /s/ Dave Brauer

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Name: Dave Brauer  
Title: Vice President

EXHIBIT INDEX

EXHIBIT

DESCRIPTION NO.

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(a) (12) -- Form of Press Release, as issued by Parent and Offeror on  
March 23, 2000.

EX 99.(a)(12)

[Press Release]

Date: March 23, 2000  
Contact: Ned Raynolds (973) 455-8294  
For Release: Immediately  
Release Number: 00-07

GPU, INC. EXTENDS EXPIRATION DATE OF TENDER OFFER  
FOR MYR GROUP INC.

Morristown, NJ - GPU, Inc. (NYSE:GPU) today announced that its wholly owned subsidiary GPX Acquisition Corp. has extended the expiration date of its tender offer for all of the outstanding shares of common stock of MYR Group Inc. (NYSE: MYR) to 12:00 midnight, New York City time, on April 13, 2000. As of the close of business on March 23, 2000, approximately 3,659,576 shares of Common Stock of MYR, or approximately 56.9% of all shares of Common Stock outstanding as of the commencement of the tender offer, were tendered pursuant to the terms of the tender offer.

GPU is awaiting authorization under the Public Utility Holding Company Act from the Securities and Exchange Commission to complete the transaction.

GPU, Inc. (NYSE:GPU), headquartered in Morristown, NJ, is a registered public utility holding company providing utility and utility-related services to customers throughout the world. GPU serves 4.6 million customers directly through its electric companies - GPU Energy in the US, Midlands Electricity plc in the UK, and Emdersa in Argentina. It serves another 1.4 million customers indirectly through its electric and gas transmission subsidiaries GPU PowerNet and GPU GasNet in Australia. The company's independent power project business units own interests in and operate 22 projects in 7 countries and the US. GPU's 1999 revenues were \$4.8 billion and its total assets were \$21.7 billion. GPU's other subsidiaries include GPU Advanced Resources, Inc., GPU International, Inc., GPU Nuclear, Inc., GPU Service, Inc., and GPU Telcom Services, Inc. (<http://www.gpu.com>).