

the Pacific Exchange, Inc. ("PCX") (collectively, the CHX and the PCX shall be referred to herein as the "Exchanges").

The reasons cited in the application for withdrawing the Securities from listing and registration on the Exchanges include the following:

The Securities of the Company have been listed for trading on the CHX, the PCX and the New York Stock Exchange, Inc. ("NYSE"). The Board of Directors of the Company has authorized withdrawing the Securities from the CHX and the PCX in order to eliminate the costs associated with such listings. These costs include both annual maintenance fees for listed shares and fees for listing additional shares.

The Company has complied with the rules of each Exchange by filing with them certified copies of the resolutions adopted by the Company's Board of Directors authorizing the withdrawal of its Securities from listing on the Exchanges and by setting forth in detail to the Exchanges the reasons for the proposed withdrawal, and the facts in support thereof.

Both CHX and the PCX have informed the Company that they have no objections to the Company's application to withdraw its Securities from listing on the Exchanges.

The Company's application relates solely to the withdrawal of its Securities from listing on the CHX and the PCX and shall have no effect upon the continued listing of the Securities on the NYSE. By reason of Section 12(b) of the Act and the rules and regulations of the Commission thereunder, the Company shall continue to be obligated to file reports under Section 13 of the Act with the Commission and with the NYSE.

Any interested person may, on or before May 5, 1999, 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 Exchange 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.

Jonathan G. Katz,

Secretary.

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SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Notice of Application To Withdraw From Listing and Registration; (Viacom Inc., Class A Common Stock, \$.01 Par Value, and Class B Common Stock, \$.01 Par Value) File No. 1-9553

April 15, 1999.

Viacom Inc. ("Company") has filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act") and Rule 12d2-2(d) promulgated thereunder, to withdraw the securities specified above ("Securities") from listing and registration on the American Stock Exchange LLC ("Amex" or "Exchange").

The Securities have been listed for trading on the Amex and, pursuant to a Registration Statement on Form 8-A filed with the Commission which became effective on April 1, 1999, on the New York Stock Exchange, Inc. ("NYSE"). Trading in the Securities on the NYSE commenced at the opening of business on April 8, 1999.

The Company has complied with the rules of the Amex by filing with the Exchange a certified copy of the resolutions adopted by the Company's Board of Directors authorizing the withdrawal of its Securities from listing on the Exchange and by setting forth in detail to the Exchange the reasons for such proposed withdrawal, and the facts in support thereof. The Amex has in turn informed the Company that it has no objection to the withdrawal of the Company's Securities from listing on the Exchange.

In making the decision to withdraw its Securities from listing on the Amex, the Company determined that it would be in the Company's best interests to withdraw its Securities from listing on the Amex in order to list them on the NYSE.

The Company's application relates solely to the withdrawal of the Securities described above from listing on the Amex and shall have no effect upon the continued listing of the Securities on the NYSE, nor shall it have any effect on the continued listing of the Company's other securities on the

Amex, including its Five-Year Warrants expiring July 7, 1999, its 6.75% Senior Notes due 2003, its 7.75% Senior Notes due 2005, its 8% Exchangeable Subordinated Debentures due 2006, and its 7.625% Senior Debentures due 2016. Moreover, by reason of Section 12(b) of the Act and the rules and regulations of the Commission thereunder, the Company shall continue to be obligated to file reports under Section 13 of the Act with the Commission and the Amex, as well as the NYSE.

Any interested person may, on or before May 6, 1999, 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 Exchange 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.

Jonathan G. Katz,

Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-41287; File No. SR-NASD-99-18]

Self-Regulatory Organizations; Notice of Filing and Order Granting Accelerated Approval of Proposed Rule Change by the National Association of Securities Dealers, Inc. Relating to the Size of the Nasdaq Listing and Hearing Review Council

April 14, 1999.

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 April 1, 1999, the National Association of Securities Dealers, Inc. ("NASD"), through its wholly owned subsidiary, the Nasdaq Stock Market, Inc. ("Nasdaq") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I and II below, which Items

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.