

Dated: November 15, 1999.

Margaret H. McFarland,

Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[File No. 1-1414]

Issuer Delisting; Notice of Application To Withdraw From Listing and Registration; (Pacific Bell, Ten Year 7¼% Notes, Due July 1, 2002; Twelve 6¼% Notes, Due March 1, 2005; Thirty-Three Year 7½% Debentures, Due March 15, 2026; Forty Year 7½% Debentures, Due February 1, 2033; Thirty Year 6⅞% Debentures, Due August 15, 2003; and Forty-One Year 6⅝% Debentures, Due October 15, 2034)

November 16, 1999.

Pacific Bell, a California corporation ("Company") an indirect, wholly-owned subsidiary of SBC Communications Inc. ("SBC"), 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 New York Stock Exchange, Inc. ("NYSE" or "Exchange").

On September 27, 1999, the Company's Board of Directors, in compliance with NYSE Rule 500, adopted a resolution to withdraw the Securities from listing and registration on the Exchange. The Company, in making the determination to seek such withdrawal, has cited the following factors in its application to the Commission:

- Each of the Securities currently has a limited number of registered holders.
- The Securities trade infrequently on the Exchange and the Company does not anticipate that such trading volume might increase appreciably.
- The costs associated with the continued listing of the Securities are prohibitive, given the limited trading volume.
- Both the Company and SBC are currently reporting companies under the Act and each files annual and periodic reports with the Commission, but the Company is seeking to avoid the costs it incurs in preparing such annual and periodic reports by obtaining from the Commission an exemption from the Act's reporting requirements. SBC has

therefore proposed to guarantee certain of the Company's debt securities owned by more than 300 registered holders. Based on this proposed guaranty, and in conjunction with its application to withdraw its Securities from listing and registration on the NYSE, the Company has sought exemption from the Act's reporting requirements as provided in certain circumstances by Section 12(h) of the Act.

- The Company is not obligated by the terms of the indenture under which the Securities were issued or by any other document to maintain the Securities' listings on the NYSE or any other exchange.

The Company has stated in its application to the Commission that it has complied with the requirements of NYSE Rule 500 and that the Exchange has indicated it will not interpose any objection to the withdrawal of the Securities.

Any interested person may, on or before December 7, 1999, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 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

[File No. 1-2346]

Issuer Delisting; Notice of Application To Withdraw From Listing and Registration; (Southwestern Bell Telephone Company, Seven Year 6⅞% Notes, Due March 1, 2000; Eight Year 6⅜% Notes, Due April 1, 2001; Twelve Year 6⅝% Notes, Due April 1, 2005; Forty Year 6⅞% Debentures, Due February 1, 2011; Twenty-Two Year 7% Debentures, Due July 1, 2015; Thirty Year 7⅝% Debentures, Due March 1, 2023; Thirty-Two Year 7¼% Debentures, Due July 15, 2025; and Fifty Year 6⅞% Debentures, Due March 31, 2048)

November 16, 1999.

Southwestern Bell Telephone Company, a Missouri corporation ("Company") and indirect, wholly-owned subsidiary of SBC Communications Inc. ("SBC"), 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 New York Stock Exchange, Inc. ("NYSE" or "Exchange").

On September 27, 1999, the Company's Board of Directors, in compliance with NYSE Rule 500, adopted a resolution to withdraw the Securities from listing and registration on the Exchange. The Company, in making the determination to seek such withdrawal, has cited the following factors in its application to the Commission:

- Each of the Securities currently has a limited number of registered holders.
- The Securities trade infrequently on the Exchange and the company does not anticipate that such trading volume might increase appreciably.
- The costs associated with the continued listing of the Securities are prohibitive, given the limited trading volume.
- Both the Company and SBC are currently reporting companies under the Act and each files annual and periodic reports with the Commission, but the Company is seeking to avoid the costs it incurs in preparing such annual and periodic reports by obtaining from the Commission an exemption from the Act's reporting requirements. SBC has therefore proposed to guarantee certain of the Company's debt securities owned by more than 300 registered holders.