

SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Notice of Application to Withdraw from Listing and Registration on the American Stock Exchange LLC (Drivetime Automotive Group, Inc. (Formerly Known as Ugly Duckling Corporation) 12% Subordinated Debentures (Due 2003) and 11% Subordinated Debentures (Due 2007)) File No. 1-14759

December 6, 2002.

Drivetime Automotive Group, Inc. (formerly known as Ugly Duckling Corporation), a Delaware corporation ("Issuer"), has filed an application with the Securities and Exchange Commission ("Commission"), pursuant to section 12(d) of the Securities Exchange Act of 1934 ("Act")¹ and rule 12d2-2(d) thereunder,² to withdraw its 12% Subordinated Debentures (due 2003) and 11% Subordinated Debentures (due 2007) ("Securities"), from listing and registration on the American Stock Exchange LLC ("Amex" or "Exchange").

The Issuer stated in its application that it has met the requirements of Amex rule 18 by complying with all applicable laws in State of Delaware, in which it is incorporated, and with the Amex's rules governing an issuer's voluntary withdrawal of a security from listing and registration.

The Board of Directors ("Board") of the Issuer unanimously approved a resolution on November 13, 2002, to withdraw the Issuer's Securities from listing on the Amex. The Board of the Issuer took such action based on the limited trading volume in the Securities and the costs associated with listing its Securities on the Amex. In addition, the Issuer states pursuant to the indentures under which the Securities were issued, it is not required to maintain the listing of its Securities on the Amex.

The Issuer's application relates solely to the withdrawal of the Securities from listing on the Amex and shall not affect its obligation to be registered under section 12(g) of the Act.³

Any interested person may, on or before December 30, 2002, 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 Amex 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.⁴

Jonathan G. Katz,
Secretary.

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SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Notice of Application To Withdraw From Listing and Registration on the Pacific Exchange, Inc. (Telesoft Corp., Common Stock, No Par Value) File No. 1-13830

December 6, 2002.

Telesoft Corp., an Arizona corporation, ("Issuer"), has filed an application with the Securities and Exchange Commission ("Commission"), pursuant to section 12(d) of the Securities Exchange Act of 1934 ("Act")¹ and rule 12d2-2(d) thereunder,² to withdraw its Common Stock, no par value ("Security"), from listing and registration on the Pacific Exchange, Inc. ("PCX" or "Exchange").

The Board of Directors ("Board") of the Issuer approved a resolution on November 4, 2002, to withdraw its Security from listing on the Exchange. In making the decision to withdraw its Security from the PCX, the Board considered the following: (i) The number of stockholders of record (54 holders of record as of October 14, 2002), (ii) the limited trading volume in the Security; and (iii) the cost associated with maintaining a listing on the Exchange. The Issuer's Security has traded on the OTC Bulletin Board since October 24, 2002.

The Issuer stated in its application that it has met the requirements of PCX rule 5.4(b) by complying with all applicable laws in effect in the State of Arizona, in which it is incorporated, and with the PCX's rules that govern the removal of securities from listing and registration on the Exchange. The Issuer's application relates solely to the withdrawal of the Security from listing on the PCX and shall not affect its

obligation to be registered under section 12(g) of the Act.³

Any interested person may, on or before December 30, 2002, 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 PCX 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.⁴

Jonathan G. Katz,
Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-46951; File No. SR-NASD-2002-121]

Self-Regulatory Organizations; Order Approving Proposed Rule Change by the National Association of Securities Dealers, Inc. To Modify Application of Additional Circuit/SDP Charge Under Rule 7010(f) to Non-NASD Members

December 6, 2002.

On September 12, 2002, the National Association of Securities Dealers, Inc. ("NASD"), through its subsidiary, The Nasdaq Stock Market, Inc. ("Nasdaq"), filed with the Securities and Exchange Commission ("Commission"), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 19b-4 thereunder,² a proposed rule change to modify application of Additional Circuit/SDP Charge under NASD Rule 7010(f) to Non-NASD Members.³ Specifically, Nasdaq proposes to impose the Additional Circuit/SDP Charge under NASD Rule 7010(f) on those subscribers who do not utilize existing T1 capacity efficiently

¹ 15 U.S.C. 78j(g).

² 17 CFR 200.30-3(a)(1).

³ 15 U.S.C. 78s(b)(1).

⁴ 17 CFR 240.19b-4.

⁵ Nasdaq also submitted a proposed rule change to modify the conditions under which members pay the Additional Circuit/SDP Charge. See Securities Exchange Act Release No. 46695 (October 21, 2002), 67 FR 65819 (October 28, 2002) (SR-NASD-2002-120).

¹ 15 U.S.C. 78j(d).

² 17 CFR 240.12d2-2(d).

³ 15 U.S.C. 78j(g).

⁴ 17 CFR 200.30-3(a)(1).

⁵ 15 U.S.C. 78j(d).

⁶ 17 CFR 240.12d2-2(d).