service, as approved by FERC or any state public-utility commission having jurisdiction, provided that the purchaser is not Washington Gas; or

(v) a Rule 58 Subsidiary or any other Nonutility Subsidiary that (a) is partially owned by WGL, provided that the ultimate purchaser of the goods or services is not a Washington Gas (or any other entity within the WGL system whose activities and operations are primarily related to the provision of goods and services to Washington Gas), (b) is engaged solely in the business of developing, owning, operating and/or providing services or goods to Nonutility Subsidiaries, described in clauses (i) through (iv) immediately above, or (c) does not derive, directly or indirectly, any material part of its income from sources within the U.S. and is not a public-utility company operating within the U.S.

Applicants state that an Intermediate Subsidiary may be organized, among other things: (i) In order to facilitate the making of bids or proposals to develop or acquire an interest in any Exempt Company, Rule 58 Company, or other non-exempt Nonutility Subsidiary, (ii) after the award of such a bid proposal, in order to facilitate closing on the purchase or financing of the acquired company, (iii) at any time subsequent to the consummation of an acquisition of an interest in any such company in order, among other things, to effect an adjustment in the respective ownership interests in such business held by WGL Holdings and non-affiliated investors, (iv) to facilitate the sale of ownership interests in one or more acquired nonutility companies, (v) to comply with applicable laws of foreign jurisdictions limiting or otherwise relating to the ownership of domestic companies by foreign nationals, (vi) as a part of tax planning in order to limit WGL Holdings' exposure to U.S. and foreign taxes, (vii) to further insulate WGL Holdings and Washington Gas from operational or other business risks that may be associated with investments in nonutility companies, or (viii) for other lawful business purposes.

Applicants state that investments in Intermediate Subsidiaries may take the form of any combination of the following: (i) Purchases of capital shares, partnership interests, member interests in limited liability companies, trust certificates, or other forms of equity interests, (ii) capital contributions, (iii) open account advances with or without interest, (iv) loans, and (v) guarantees issued, provided, or arranged in respect of the securities or other obligations of any Intermediate Subsidiaries. Applicants state, further, that funds for any direct or indirect investment in any Intermediate Subsidiary will be derived from: (i) Financings authorized in this proceeding, (ii) any appropriate future debt or equity securities issuance authorization obtained by WGL from the Commission, and (iii) other available cash resources, including proceeds of securities sales by a Nonutility Subsidiary under rule 52.[4]

WGL Holdings may, from time to time, to consolidate or otherwise reorganize all or any part of its direct and indirect ownership interests in Nonutility Subsidiaries, and the activities and functions related to such investments, under one or more Intermediate Subsidiaries. To effect a consolidation or other reorganization, WGL Holdings may wish to either contribute the equity securities of one Nonutility Subsidiary to another Nonutility Subsidiary or sell (or cause a Nonutility Subsidiary to sell) the equity securities of one Nonutility Subsidiary to another one. To the extent that these transactions are not otherwise exempt under the Act or rules thereunder, WGL Holdings hereby requests authorization under the Act to consolidate or otherwise reorganize under one or more direct or indirect Intermediate Subsidiaries WGL Holdings' ownership interests in existing and future Nonutility Subsidiaries. These transactions may take the form of a Nonutility Subsidiary selling, contributing or transferring the equity securities of a subsidiary as a dividend to an Intermediate Subsidiary, and Intermediate Subsidiaries acquiring, directly or indirectly, the equity securities of companies, either by purchase or by receipt of a dividend. The purchasing Nonutility Subsidiary in any transaction structured as an intrasystem sale of equity securities may execute and deliver its promissory note evidencing all or a portion of the consideration given. Each transaction would be carried out in compliance with all applicable U.S. or foreign laws and accounting requirements, and any transaction structured as a sale would be carried out for a consideration equal to the book value of the equity securities being sold. WGL Holdings will report each transaction in the next quarterly certificate filed under rule 24 in this proceeding, as described below.

For the Commission, by the Division of Investment Management, pursuant to delegated authority.

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 04–5111 Filed 3–5–04; 8:45 am]

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[4] To the extent that WGL provides funds or guarantees directly or indirectly to an Intermediate Subsidiary which are used for the purpose of making an investment in any EWG or FUCO or a Rule 58 Company, Applicants state that the amount of the funds or guarantees will be included in WGL's ''aggregate investment'' in these entities, as calculated in accordance with rule 53 or rule 58, as applicable.

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–49344; File No. SR–Amex–2003–111]

Self-Regulatory Organizations; Order Granting Approval to Proposed Rule Change by the American Stock Exchange LLC Relating to Listing and Delisting Appeal Hearing Fees

March 1, 2004.

On December 12, 2003, the American Stock Exchange LLC (''Amex'' or ''Exchange'') 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 amend Sections 1203, 1204 and 1205 of the Amex *Company Guide* to increase the fees applicable to issuers requesting review of a determination to limit or prohibit the initial or continued listing of their securities. The proposed rule change was published for comment in the **Federal Register** on January 29, 2004.[3] The Commission received no comments on the proposed rule change. This order approves the proposed rule change.

The Commission finds that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities exchange and, in particular, the requirements of Section 6 of the Act.[4] Specifically, the Commission finds that the proposed rule change furthers the objectives of Section 6(b)(5) [5] in that the proposal is designed to prevent fraudulent and manipulative acts and practices; to promote just and equitable principles of trade; to foster cooperation and coordination with persons engaged in facilitating transactions in securities; to remove impediments to and perfect the mechanism of a free and open market and a national market system; to

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

[2] 17 CFR 240.19b–4.

[3] *See* Securities Exchange Act Release No. 49116 (January 22, 2004), 69 FR 4334.

[4] 15 U.S.C. 78f.

[5] 15 U.S.C. 78f(b)(5).

protect investors and the public interest; and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.[6] The Commission believes that the increase in appeal fees should address increasing costs to maintain overall revenue neutrality of the Exchange's hearing fee structure.

In addition, the Commission believes that requiring issuers to satisfy outstanding listing fees prior to obtaining review of a Listing Qualifications Staff decision is reasonable, and may help to promote orderly and efficient operation of the Exchange. The Commission also believes that clarifying Sections 1203 and 1204 of the Amex *Company Guide* to specify that issuers submit hearing requests to the Amex Office of General Counsel should improve administrative efficiency, consistent with Section 6 of the Act.

It is therefore ordered, pursuant to Section 19(b)(2) of the Act,[7] that the proposed rule change (SR–Amex–2003–111) be, and hereby is, approved.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 04–5051 Filed 3–5–04; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–49346; File No. SR–BSE–2003–31]

Self-Regulatory Organizations; Boston Stock Exchange, Incorporated; Order Granting Approval of Proposed Rule Change to Extend Trading Hours From 8 a.m. Until 9:28 a.m., and From 4:16 p.m. Until 6:30 p.m. to Allow for the Execution of Matched Orders Only

March 1, 2004.

On December 22, 2003, the Boston Stock Exchange, Incorporated (''BSE'' or ''Exchange'') 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 provide for the execution of matched orders, specifically designated and submitted with a contra order matched in price and size, outside of the regular 9:30 a.m. to 4 p.m. Primary Session, and the 4:01 p.m. to 4:15 p.m. Post Primary Session.[3] The proposed rule change was published for comment in the **Federal Register** on January 28, 2004.[4] The Commission received no comments on the proposal. This order approves the proposed rule change.

The Commission finds that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities exchange,[5] and in particular, the requirements of Section 6(b)(5) of the Act [6] and the rules and regulations thereunder. The Commission believes that extending trading hours from 8 a.m. until 9:28 a.m., and from 4:16 p.m. until 6:30 p.m. to allow for the execution of matched orders, specifically designated and submitted with a contra order matched exactly as to security, size, price, and time of entry, is reasonably designed to promote just and equitable principles of trade, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. The Commission notes that the Exchange shall designate trades executed and reported outside of the Primary Session as .T trades. Further, the Commission notes that the Exchange shall not permit its members to accept any orders for execution outside of the Primary Session without making certain customer disclosures, and shall retain any orders, not specifically designated for execution outside the Primary Session, for entry into the Primary Session upon execution eligibility at 9:30 a.m.

It is therefore ordered, pursuant to Section 19(b)(2) of the Act,[7] that the proposed rule change (SR–BSE–2003–31) is approved.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 04–5052 Filed 3–5–04; 8:45 am]

BILLING CODE 8010–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–49343; File No. SR–CBOE–2003–58]

Self-Regulatory Organizations; Chicago Board Options Exchange, Inc.; Order Granting Approval of Proposed Rule Change Relating to Its Summary Fine Schedule for Position Limit Violations

March 1, 2004.

On December 10, 2003, the Chicago Board Options Exchange, Inc. (''CBOE'' or ''Exchange'') 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 amend its summary fine schedule for position limit violations under CBOE's minor rule violation plan.

The proposed rule change was published for comment in the **Federal Register** on January 23, 2004.[3] The Commission received no comments on the proposal.

The Commission finds that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities exchange [4] and, in particular, the requirements of section 6 of the Act [5] and the rules and regulations thereunder. In particular, the Commission believes that the proposed rule change is consistent with section 6(b)(5)[6] of the Act which requires, among other things, that the Exchange's rules be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, and, in general, to protect investors and the public interest. In addition, the Commission believes that the proposed rule change is consistent with Rule 19d–1(c)(2), which governs minor rule violation plans. The Commission believes that the proposed rule change should enable the Exchange to deal more efficiently with position limit violations and inadvertent position limit overages. In addition, the Commission believes that the proposed rule change should allow the Exchange to appropriately discipline its members

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[6] In approving this proposed rule change, the Commission has considered the proposed rule's impact on efficiency, competition, and capital formation. 15 U.S.C. 78c(f).

[7] 15 U.S.C. 78s(b)(2).

[8] 17 CFR 200.30–3(a)(12).

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

[2] 17 CFR 240.19b–4.

[3] All times listed herein are Eastern time.

[4] *See* Securities Exchange Act Release No. 49117 (January 22, 2004), 69 FR 4186.

[5] In approving this proposed rule change, the Commission has considered the proposed rule's impact on efficiency, competition, and capital formation. 15 U.S.C. 78c(f).

[6] 15 U.S.C. 78f(b)(5).

[7] 15 U.S.C. 78s(b)(2).

[8] 17 CFR 200.30–3(a)(12).

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

[2] 17 CFR 240.19b–4.

[3] *See* Securities Exchange Act Release No. 49078 (January 14, 2004), 69 FR 3402.

[4] In approving this proposed rule change, the Commission has considered the proposed rule's impact on efficiency, competition, and capital formation. 15 U.S.C. 78c(f).

[5] 15 U.S.C. 78f.

[6] 15 U.S.C. 78f(b)(5).