the Plan, by granting the NASD an exemption under Rule 11Aa3–2(f)[12] from compliance with Section VI.C.1. of the Plan as required by Rule 11Aa3–2(d)[13] until such time as Nasdaq is registered as a national securities exchange. The Plan Participants have requested an extension of such exemptive relief.

III. Discussion

The Commission finds that extending the operation of the Plan is consistent with the requirements of the Act and the rules and regulations thereunder, and, in particular, Section 12(f)[14] and Section 11A(a)(1)[15] of the Act and Rules 11Aa3–1 and 11Aa3–2 thereunder.[16] Section 11A of the Act directs the Commission to facilitate the development of a national market system for securities, ''having due regard for the public interest, the protection of investors, and the maintenance of fair and orderly markets,'' and cites as an objective of that system the ''fair competition * * * between exchange markets and markets other than exchange markets.''[17] When the Commission first approved the Plan on a pilot basis, it found that the Plan ''should enhance market efficiency and fair competition, avoid investor confusion, and facilitate surveillance of concurrent exchange and OTC trading.''[18] The Plan has been in existence since 1990 and Participants have been trading Nasdaq securities under the Plan since 1993.

The Commission finds that extending the operation of the Plan through summary effectiveness furthers the goals described above by preventing the lapsing of the sole effective transaction reporting plan for Nasdaq securities traded by exchanges pursuant to unlisted trading privileges. The Commission believes that the Plan is currently a critical component of the national market system and that the Plan's expiration would have a serious, detrimental impact on the further development of the national market system.

The Commission also finds that it is appropriate to grant summary effectiveness to the request to extend the exemption under Rule 11Aa3–2(f)[19] from compliance with Section VI.C.1. of the Plan as required by Rule 11Aa3–2(d).[20] The Commission believes that the Plan is a critical component of the national market system and that the requested exemptive relief is necessary to assure the effective operation of the Plan. The Commission believes that the requested exemptive relief extension is consistent with the Act, the Rules thereunder, and, specifically, with the objectives set forth in Sections 12(f) and 11A of the Act[21] and Rules 11Aa3–1 and 11Aa3–2 thereunder.[22]

IV. Solicitation of Comments

The Commission seeks general comments on the extension of the operation of the Plan and the extension of exemptive relief. Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposal is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments

- Use the Commission's Internet comment form (*http://www.sec.gov/rules/sro.shtml*); or
- Send an e-mail to *rule-comments@sec.gov*. Please include File Number S7–24–89 on the subject line.

Paper Comments

- Send paper comments in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549–0609.

All comment letters should refer to File No. S7–24–89. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (*http://www.sec.gov/rules/sro.shtml*). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed amendment that are filed with the Commission, and all written communications relating to the proposal between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Room. Copies of the amendment will also be available for inspection and copying at the Office of the Secretary of the Committee, currently located at the at Pacific Exchange, Inc. and Archipelago Exchange L.L.C. 100 South Wacker Drive, Suite 2000, Chicago, 60606. All submissions should refer to File No S7–24–89 and be submitted on or before January 11, 2005.

V. Conclusion

It is therefore ordered, pursuant to Sections 12(f) and 11A of the Act[23] and paragraph (c)(4) of Rule 11Aa3–2 thereunder,[24] that the operation of the Plan, as modified by all changes previously approved, be, and hereby is, extended and that certain exemptive relief also be extended both for a period not to exceed 120 days from the date of publication of this Date Extension in the **Federal Register**.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.[25]

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. E4–3762 Filed 12–20–04; 8:45 am]

BILLING CODE 8010–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 35–27924]

Filing Under the Public Utility Holding Company Act of 1935, as Amended (''Act'')

December 14, 2004.

Notice is hereby given that the following filing(s) has/have been made with the Commission under provisions of the Act and rules promulgated under the Act. All interested persons are referred to the application(s) and/or declaration(s) for complete statements of the proposed transaction(s) summarized below. The application(s) and/or declaration(s) and any amendment(s) is/are available for public inspection through the Commission's Branch of Public Reference.

Interested persons wishing to comment or request a hearing on the application(s) and/or declaration(s) should submit their views in writing by January 7, 2005, to the Secretary,

[12] 17 CFR 240.11Aa3–2(f).

[13] 17 CFR 240.11Aa3–2(d).

[14] 15 U.S.C. 78l(f). The Commission finds that extending the Plan is consistent with fair and orderly markets, the protection of investors and the public interest, and otherwise in furtherance of the purposes of the Act. The Commission has taken into account the public trading activity in securities traded pursuant to the Plan, the character of the trading, the impact of the trading of such securities on existing markets, and the desirability of removing impediments to, and the progress that has been made toward the development of a national market system.

[15] 15 U.S.C. 78k–1(a)(1).

[16] 17 CFR 240.11Aa3–1 and 17 CFR 240.11Aa3–2.

[17] 15 U.S.C. 78k–1(a).

[18] *See* Securities Exchange Act Release No. 28146 (June 26, 1990), 55 FR 27917 (July 6, 1990).

[19] 17 CFR 240.11Aa3–2(f).

[20] 17 CFR 240.11Aa3–2(d).

[21] 15 U.S.C. 78*l*(f) and 15 U.S.C. 78k–1.

[22] 17 CFR 240.11Aa3–1 and 11Aa3–2.

[23] 15 U.S.C. 78*l*(f) and 15 U.S.C. 78k–1.

[24] 17 CFR 240.11Aa3–2(c)(4).

[25] 17 CFR 200.30–3(a)(27).

Securities and Exchange Commission, Washington, DC 20549–0609, and serve a copy on the relevant applicant(s) and/or declarant(s) at the address(es) specified below. Proof of service (by affidavit or, in the case of an attorney at law, by certificate) should be filed with the request. Any request for hearing should identify specifically the issues of facts or law that are disputed. A person who so requests will be notified of any hearing, if ordered, and will receive a copy of any notice or order issued in the matter. After January 7, 2005, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

American Electric Power Company, Inc., AEP Texas Central Company (70–10231)

American Electric Power Company, Inc., (''AEP''), a registered holding company, and AEP Texas Central Company (''TCC''), an indirect public utility subsidiary of AEP, both at 1 Riverside Plaza, Columbus, Ohio 43215 (together ''Declarants''), have filed a declaration under section 12(d) of the Act and rules 44 and 54 under the Act.

Declarants request authority for TCC to sell its ownership interests in a 690 Megawatt generation facility located in Wilbarger County, Texas (the ''Oklaunion Facility'') to non-affiliated-third parties.

AEP currently holds vertically-integrated electric utility companies with retail utility operations in eleven states—Arkansas, Indiana, Kentucky, Louisiana, Michigan, Ohio, Oklahoma, Tennessee, Texas, Virginia and West Virginia.[1] TCC is a wholly owned indirect subsidiary of AEP, engaged in the transmission and distribution of electricity in its service territory located in southern Texas and in the generation and sale of electricity in the region of the Electric Reliability Council of Texas (''ERCOT''). The entire service territory of TCC is located in ERCOT.

The Texas electric restructuring law (the ''Texas Act''), signed into law in 1999, required, among other things, that utilities legally separate into a retail electric provider, a power generation company, and a transmission and distribution utility. The Texas Act provides each affected utility an opportunity to recover its generation related regulatory assets and stranded costs resulting from the legal separation of the transmission and distribution utility from the generation facilities and the related introduction of retail electric competition. Regulatory assets consist of the Texas jurisdictional amount of generation-related regulatory assets and liabilities in the audited financial statements as of December 31, 1998. Stranded costs consist of the positive excess of the net regulated book value of generation assets over the market value of those assets, taking specified factors into account, as ultimately determined by the Public Utility Commission of Texas.

TCC is selling all of its generation assets in order to determine the assets' fair market value for purposes of calculating TCC's stranded costs in accordance with the Texas Act. The divestiture of TCC's assets is being achieved through a series of sales to different purchasers. On July 2, 2004, TCC completed the sale of 3,813 MW of generating assets to a joint venture of Sempra Energy Partners and Carlyle/Riverstone Global Energy and Power Fund. TCC's sale of its interest in two co-owned 1,250 MW nuclear generating units situated in Matagorda County, Texas is the subject of a separate application to the Commission.[2]

TCC executed a contract for the sale of its 7.81% undivided interest (which corresponds to approximately 54 MW) in the Oklaunion Facility to the Golden Spread Cooperative (''Golden Spread'') for approximately $42,750,000 on January 30, 2004. Under an earlier agreement (the ''Oklaunion Agreement''), the other owners of the Oklaunion Facility have a right of first refusal to purchase the TCC interest in the Oklaunion Facility. The Oklaunion Agreement provides that the interest in the Oklaunion Facility will be divided *pro-rata* among the exercising owners whereby two or more owners each exercise their right to purchase the entire Oklaunion interest. Both of the other owners, the Public Utilities Board of the City of Brownsville (''Brownsville'') and the Oklahoma Municipal Power Authority (''OMPA'') exercised their rights of first refusal to purchase either their proportionate share or, in the event that the other failed to close, the entire TCC interest. In late June, Golden Spread filed an Application for Declaratory Judgment in Texas State Court seeking confirmation that both the City of Brownsville and OMPA's exercises were invalid and that Golden Spread was entitled to purchase the TCC interest in Oklaunion. The City of Brownsville then filed a counter claim pleading that OMPA did not validly exercise their right of first refusal and that Brownsville was therefore entitled to the entire TCC interest in Oklaunion.

Enron Corp. (70–10239)

Enron Corp. (''Enron''), an Oregon corporation and registered holding company, Four Houston Center, 1221 Lamar, Suite 1600, Houston, Texas 77010–1221, has filed an application/declaration with the Commission under sections 12(d) and 5(d) of the Act and rules 44 and 54 under the Act.

I. Background

On July 2, 1997, Enron became a holding company by acquiring all of the outstanding common stock of Portland General Electric Company (''Portland General''), its sole public-utility company subsidiary.

A. Description of Portland General

Portland General, an Oregon corporation, is an electric utility company. It is engaged in the generation, purchase, transmission, distribution, and retail sale of electricity in the State of Oregon. Portland General also sells electricity and natural gas in the wholesale market to utilities and power marketers located throughout the Western United States. Portland General's service area is located entirely within Oregon, and covers approximately 4,000 square miles, including 51 incorporated cities. At the end of 2003, approximately 1.5 million people lived within Portland General's service area and the company served approximately 754,000 retail customers.

Portland General has approximately 26,085 miles of electric transmission and distribution lines and owns 1,957 MW of generating capacity. Portland General also has long-term power purchase contracts for 510 MW from four hydroelectric projects on the mid-Columbia River and power purchase contracts of one to twenty-six years for another 740 MW from Bonneville Power Administration, other Pacific Northwest utilities, and certain Native American tribes. As of December 31, 2003, Portland General's total firm resource capacity, including short-term purchase agreements, was approximately 3,883 MW (net of short-term sales agreements of 3,910 MW). Portland General's peak load in 2003 was 3,351 MW. Portland General had 2,687 employees as of December 31, 2003. As of and for the year ended December 31, 2003, Portland General and its subsidiaries on a consolidated basis had operating revenues of $1,752 million, net income

[1] AEP subsidiaries with retail utility operations include: AEP Generating Company, TCC, AEP Texas North Company, formerly West Texas Utilities Company, Appalachian Power Company, Columbus Southern Power Company, Indiana Michigan Power Company, Kentucky Power Company, Ohio Power Company, Public Service Company of Oklahoma, Southwestern Electric Power Company, and Wheeling Power Company.

[2] SEC File No. 70–10253.

of $58 million, retained earnings of $545 million, and assets of $3,372 million.

Portland General is a reporting company under the Securities Exchange Act of 1934, and it files annual, quarterly and periodic reports with the Commission. Portland General is regulated by the Oregon Public Utility Commission (''OPUC'') with regard to its rates, terms of service, financings, affiliate transactions and other aspects of its business. In addition, the Federal Energy Regulatory Commission (''FERC'') regulates Portland General's activities in the interstate wholesale power markets.

B. Enron's Bankruptcy

On December 2, 2001, Enron and certain of its subsidiaries each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (''Bankruptcy Code'') in the United States Bankruptcy Court for the Southern District of New York (''Bankruptcy Court''). Enron and its subsidiaries that have filed voluntary petitions (collectively, ''Debtors'') continue to operate their businesses and manage their properties as debtors in possession. Portland General is not in bankruptcy.

On March 9, 2004, Enron registered as a holding company under the Act and the Commission issued two orders. By one of the orders (HCAR No. 27809), the Commission authorized Enron and certain subsidiaries to engage in financing transactions, nonutility corporate reorganizations, the declaration and payment of dividends, affiliate sales of goods and services, and other transactions needed to allow those applicants to continue their businesses. By the other order (HCAR No. 27810, ''Plan Order''), the Commission approved the Debtors' plan of reorganization (''Plan'') under section 11(f) of the Act.[3] The Plan was approved by the Bankruptcy Court on July 15, 2004, and the effective date of the Plan occurred on November 17, 2004. As explained in the Plan Order, the Plan does not provide for Enron to survive in the long term as an ongoing entity with any material operating businesses. Enron's role as a Reorganized Debtor is to hold and sell assets and to manage the litigation of the estates pending the final conclusion of the chapter 11 filings.

C. Sale of Portland General

Enron entered into an agreement, dated November 18, 2003 (''Purchase Agreement'') to sell all of the common stock of Portland General to Oregon Electric Utility Company, LLC (''Oregon Electric''), a recently formed entity financially backed by investment funds managed by the Texas Pacific Group, a private equity investment firm.[4] Enron expects that the sale will close in the first quarter of 2004, after the receipt of certain regulatory authorizations.

The purchase price for the issued and outstanding common stock of Portland General is a cash amount equal to (a) $1,250,000,000, subject to a purchase price adjustment based on the difference between Portland General's shareholders' equity and retained earnings at the closing date of the transaction and $1,129,422,925 (Portland General's shareholders' equity and retained earnings at December 31, 2002), plus (b) up to $10.4 million in cash based on a sharing mechanism for indemnity items settled between signing and closing of the transaction. Of the cash purchase price (subject to reduction for certain pre-closing settlement of certain specified liabilities), $94,000,000 would be placed in an escrow account at the closing and available to satisfy indemnification obligations of Enron under the Purchase Agreement.

Under the Purchase Agreement, after closing, Enron would indemnify Oregon Electric and Portland General, subject to certain limitations, for: (1) Breaches by Enron of representations, warranties and pre-closing covenants; (2) breaches by Enron of post-closing covenants; (3) certain specified Portland General and Enron related liabilities; and (4) certain tax and employee benefits liabilities related to Enron's ownership of Portland General.

Enron is obligated to pay Oregon Electric a break-up fee equal to $31.25 million (''Break-up Fee'') if Oregon Electric terminates the Purchase Agreement upon Enron's election to distribute the PGE Common Stock to creditors or upon Enron's willful breach of the Purchase Agreement.[5] Under the Purchase Agreement, Enron also agreed to reimburse Oregon Electric for its reasonable and documented expenses, up to a specified cap that increases over time, if Oregon Electric terminates the Purchase Agreement upon a non-willful breach by Enron of the Purchase Agreement. In any circumstances where Oregon Electric's expenses are reimbursed and a break-up fee is subsequently owed to Oregon Electric, the Break-up Fee would be reduced by the amount of such expenses.

In connection with the execution of the Purchase Agreement, Oregon Electric placed a letter of credit in escrow in the amount of $18,750,000 as a deposit. The full amount of the proceeds of the letter of credit would be payable to Enron if it terminates the Purchase Agreement because of Oregon Electric's breach. In addition, Enron would be entitled to receive a portion of the deposit ($5,000,000 or $10,000,000) depending on the circumstances in certain cases if Oregon Electric is unable to obtain financing for the transaction.

The transactions contemplated by the Purchase Agreement require the approval of the Bankruptcy Court, OPUC, Oregon Energy Facilities Siting Council, FERC, Federal Communications Commission, Nuclear Regulatory Commission and the Commission. The transaction is supported by the Official Unsecured Creditors' Committee in the Enron bankruptcy proceeding (''Creditors'' Committee''), and has been approved by the Enron board of directors and, as discussed below, the Bankruptcy Court.

Under the Purchase Agreement, Enron was permitted to accept a bid that represented a ''higher or better'' offer for Portland General. The Bankruptcy Court issued an order (''Bidding Procedures Order'') establishing a process for considering possible alternative better proposals to purchase the common shares of Portland General. Specifically, the Bidding Procedures Order authorized Enron to conduct an auction for the sale of the common stock to any bidder that could demonstrate that it had the financial ability to consummate the transaction and the ability to comply with all obligations under its purchase agreement (''Qualified Bidder''). Enron was directed, upon consultation with

[3] The Plan Order also constituted a report on the Plan under section 11(g) of the Act and authorized the Debtors to continue the solicitation of votes of the Debtors' creditors for acceptances or rejections of the Plan.

[4] The status of Oregon Electric after the acquisition of Portland General is the subject of a separate pending application (Commission File No. 70–10262). In a companion filing, TPG Partners IV, L.P. and TPG III Oregon Electric Investment Company, LLC, both private equity funds, have filed an application (Commission File No. 70–10263) concerning their statuses under the Act resulting from their intended investments in Oregon Electric. Both TPG Partners IV, L.P. and TPG III Oregon Electric Investment Company, LLC would be managed by Texas Pacific Group, a private equity firm that manages funds on behalf of institutional and private investors.

[5] If Oregon Electric terminates the Purchase Agreement by reason of Enron's willful breach and Enron, within the one-year period following such termination, enters into a purchase agreement for an alternative transaction, then Oregon Electric may seek additional damages from Enron equal to the difference between the purchase price that would have been payable by Oregon Electric and the purchase price payable in such alternative transaction.

the Creditors'' Committee, to consider only those bids that were presented under a contract substantially identical to the Purchase Agreement, accompanied by a deposit in an amount at least equal to the greater of $20,250,000 or 1.5% of the bidder's proposed purchase price, and received no later than noon on January 28, 2004. The Bidding Procedures Order provided that any bid: (1) Must not be subject to due diligence review or any board approval, or subject to any conditions, or the receipt of any consents, that are not otherwise required by the Purchase Agreement; and (2) must contain an initial overbid (''Initial Overbid'') in an amount that was at least $50,000,000 over and above the base purchase price in the Purchase Agreement. Bids meeting those and other requirements as to form were designated ''Qualifying Competing Bids.'' In the event there were Qualifying Competing Bids, under the Bidding Procedures Order, Enron was to conduct an auction of the common stock on February 2, 2004.

Enron provided notice of the bidding procedures to all interested persons in accordance with the Bidding Procedures Order. No bids were received, qualifying or otherwise. Accordingly, Enron did not hold the auction. By order dated February 5, 2004 (''Sale Order''), the Bankruptcy Court approved the Purchase Agreement and authorized the sale of all common stock of Portland General to Oregon Electric.

II. Requests for Authority

Enron requests authority to: (1) Sell all of the common stock of its sole public-utility company subsidiary, Portland General to Oregon Electric; and (2) deregister under the Act after completing that transaction.

American Electric Power Company, Inc., AEP Texas Central Company (70–10253)

American Electric Power Company, Inc., (''AEP'') a registered holding company, and AEP Texas Central Company (''TCC''), an indirect public utility subsidiary of AEP, both located at 1 Riverside Plaza, Columbus, Ohio 43215 (together ''Declarants''), have filed a declaration under section 12(d) of the Act and rules 44 and 54 under the Act.

Declarants request authority for TCC to sell its interest in two co-owned 1,250 MW nuclear generating units situated in Matagorda County, Texas (''STP'') to non-affiliated third parties.

AEP currently holds vertically-integrated electric utility companies with retail utility operations in eleven states—Arkansas, Indiana, Kentucky, Louisiana, Michigan, Ohio, Oklahoma, Tennessee, Texas, Virginia and West Virginia.[6] TCC is a wholly owned indirect subsidiary of AEP, engaged in the transmission and distribution of electricity in its service territory located in southern Texas and in the generation and sale of electricity in the region of the Electric Reliability Council of Texas (''ERCOT''). The entire service territory of TCC is located in ERCOT.

The Texas electric restructuring law (the ''Texas Act''), signed into law in 1999, required, among other things, that utilities legally separate into a retail electric provider, a power generation company, and a transmission and distribution utility. The Texas Act provides each affected utility an opportunity to recover its generation related regulatory assets and stranded costs resulting from the legal separation of the transmission and distribution utility from the generation facilities and the related introduction of retail electric competition. Regulatory assets consist of the Texas jurisdictional amount of generation-related regulatory assets and liabilities in the audited financial statements as of December 31, 1998. Stranded costs consist of the positive excess of the net regulated book value of generation assets over the market value of those assets, taking specified factors into account, as ultimately determined by the Public Utility Commission of Texas.

TCC is selling all of its generation assets in order to determine the assets' fair market value for purposes of calculating TCC's stranded costs pursuant to the Texas Act. The divestiture of TCC's assets is being achieved through a series of sales to different purchasers. On July 2, 2004, TCC completed the sale of 3,813 MW of generating assets to a joint venture of Sempra Energy Partners and Carlyle/Riverstone Global Energy and Power Fund. TCC's sale of its interest in a 690 Megawatt generation facility located in Wilbarger County, Texas is the subject of a separate application to the Commission.[7]

TCC executed a contract for the sale of its 25.2% undivided interest (which corresponds to approximately 630 MW) in STP to Cameco South Texas Project LP, a Texas limited partnership and subsidiary of Cameco Corporation (''Cameco'') for approximately $330 million on February 27, 2004. Pursuant to an earlier agreement (the ''STP Agreement''), the other owners of STP have a right of first refusal to purchase the TCC interest in STP. The STP Agreement provides that the interest in STP will be divided *pro-rata* among the exercising owners when two or more owners exercise their right to purchase TCC's undivided STP interest.

On May 28, 2004, in accordance with the STP Agreement, two of the other owners of STP, the City of San Antonio, acting through the City Public Service Board of San Antonio (''San Antonio'') and Texas Genco, L.P., a Texas limited partnership (''Texas Genco'') exercised their rights of first refusal to purchase the entire share of the TCC interest in STP according to the terms and conditions (including the purchase price) stated in the agreement with Cameco. On September 3, 2004, TCC entered into a purchase and sale agreement with San Antonio and Texas Genco under which, subject to certain regulatory approvals, San Antonio and Texas Genco will purchase the entire TCC interest in STP. In accordance with the sale, TCC also intends to assign, transfer or otherwise sever all rights, obligations and other interest in STP Nuclear Operating Company, a nonprofit Texas corporation that operates STP under a contract.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 04–27834 Filed 12–20–04; 8:45 am]

BILLING CODE 8010–01–P

[6] AEP subsidiaries with retail utility operations include: AEP Generating Company, TCC, AEP Texas North Company, formerly West Texas Utilities Company, Appalachian Power Company, Columbus Southern Power Company, Indiana Michigan Power Company, Kentucky Power Company, Ohio Power Company, Public Service Company of Oklahoma, Southwestern Electric Power Company, and Wheeling Power Company.

[7] SEC File No. 70–10231.

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–50843; File No. SR–Amex–2004–91]

Self-Regulatory Organizations; Notice of Filing and Immediate Effectiveness of Proposed Rule Change by the American Stock Exchange LLC Providing $5 Quotation Spread Parameters for Quotations Submitted Electronically to ANTE and Correcting an Inaccurate Paragraph Designation

December 13, 2004.

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 November 29, 2004, the American Stock Exchange

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

[2] 17 CFR 240.19b–4.