

application has been made in accordance with the rules of PCX, and what terms, if any, should be imposed by the Commission for the protection of investors. All comment letters may be submitted by either of the following methods:

#### *Electronic Comments*

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/delist.shtml>); or
- Send an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include the File Number 1-04224 or;

#### *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 submissions should refer to File Number 1-04224. This file number should be included on the subject line if e-mail is used. To help us 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/delist.shtml>). Comments are also available for public inspection and copying in the Commission's Public Reference Room. All comments received will be posted without change; we do not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

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.<sup>4</sup>

**Jonathan G. Katz,**  
*Secretary.*

[FR Doc. E5-2410 Filed 5-13-05; 8:45 am]

**BILLING CODE 8010-01-P**

## SECURITIES AND EXCHANGE COMMISSION

### **Issuer Delisting; Notice of Application of Sears Roebuck Acceptance Corp. To Withdraw Its 7% Notes (Due 2042), 7.4% Notes (Due 2043), and 6.75% Notes (Due September 2005), From Listing and Registration on the New York Stock Exchange, Inc. File No. 1-04040**

May 9, 2005.

On May 5, 2005, Sears Roebuck Acceptance Corp., a Delaware corporation ("Issuer"), filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 12d2-2(d) thereunder,<sup>2</sup> to withdraw its 7% notes (due 2042), 7.4% notes (due 2043), and 6.75% notes (due September 2005) (collectively "Securities"), from listing and registration on the New York Stock Exchange, Inc. ("NYSE").

The Board of Directors ("Board") of the Issuer, by unanimous written consent, approved a resolution on May 3, 2005, to withdraw the Securities from listing and registration on the NYSE. The Board stated that the following reasons factored into its decision to withdraw the Securities from the NYSE: (1) The fact that the Issuer has a limited number of security holders of record; (2) the costs associated with maintaining the Issuer's status as a NYSE-listed company and the obligation to continue complying with periodic reporting requirements, which obligations the Issuer could suspend immediately absent the listing of the Securities; and (3) the limited volume of trading in the Securities. In this regard, the Board took into account that as of January 31, 2005, each series of the notes had fewer than 100 holders of record.

The Issuer stated in its application that it has complied with the NYSE's rules governing an issuer's voluntary withdrawal of a security from listing and registration by complying with all applicable laws in effect in the State of Delaware, and by providing the NYSE with the required documents governing the removal of securities from listing and registration on the NYSE.

The Issuer's application relates solely to the withdrawal of the Securities from listing on the NYSE and from registration under Section 12(b) of the Act,<sup>3</sup> and shall not affect its obligation

to be registered under Section 12(g) of the Act.<sup>4</sup>

Any interested person may, on or before May 31, 2005, comment on the facts bearing upon whether the application has been made in accordance with the rules of NYSE, and what terms, if any, should be imposed by the Commission for the protection of investors. All comment letters may be submitted by either of the following methods:

#### *Electronic Comments*

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/delist.shtml>); or
- Send an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include the File Number 1-04040 or;

#### *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 submissions should refer to File Number 1-04040. This file number should be included on the subject line if e-mail is used. To help us 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/delist.shtml>). Comments are also available for public inspection and copying in the Commission's Public Reference Room. All comments received will be posted without change; we do not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

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.<sup>5</sup>

**Jonathan G. Katz,**  
*Secretary.*

[FR Doc. E5-2411 Filed 5-13-05; 8:45 am]

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<sup>1</sup> 15 U.S.C. 78l(d).

<sup>2</sup> 17 CFR 240.12d2-2(d).

<sup>3</sup> 15 U.S.C. 78l(b).

<sup>4</sup> 15 U.S.C. 78l(g).

<sup>5</sup> 17 CFR 200.30-3(a)(1).

<sup>4</sup> 17 CFR 200.30-3(a)(1).