

Dated: July 27, 2005.

**Margaret H. McFarland,**  
Deputy Secretary.

[FR Doc. E5-4141 Filed 8-3-05; 8:45 am]

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## SECURITIES AND EXCHANGE COMMISSION

### Issuer Delisting; Notice of Application of Air Products and Chemicals, Inc. To Withdraw Its Common Stock, \$1.00 Par Value, From Listing and Registration on the Pacific Exchange, Inc. File No. 1-04534

July 28, 2005.

On July 1, 2005, Air Products and Chemicals, Inc. 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 common stock, \$1.00 par value ("Security"), from listing and registration on the Pacific Exchange, Inc. ("PCX").

The Board of Directors ("the Board") of the Issuer approved resolutions on May 19, 2005 to withdraw the Security from listing and registration on PCX. The Issuer stated the Board decided to withdraw the Security from PCX to eliminate duplicative regulatory activity and the associated administrative burden of listing on two exchanges since the Security is currently listed on the New York Stock Exchange, Inc. ("NYSE") and PCX.

The Issuer stated in its application that it has complied with applicable rules of PCX by providing PCX with the required documents governing the withdrawal of securities from listing and registration on PCX.

The Issuer's application relates solely to the withdrawal of the Security from listing on PCX and shall not affect its obligation to be registered under Section 12(b) of the Act.<sup>3</sup>

Any interested person may, on or before August 23, 2005 comment on the facts bearing upon whether the 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

- Send an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include the File Number 1-04534 or;

### Paper comments:

- Send paper comments in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-9303. All submissions should refer to File Number 1-04534. 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. E5-4132 Filed 8-3-05; 8:45 am]

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## SECURITIES AND EXCHANGE COMMISSION

### Sunshine Act Meeting

**FEDERAL REGISTER CITATION OF PREVIOUS ANNOUNCEMENT:** [70 FR 43725, July 28, 2005].

**STATUS:** Closed meeting.

**PLACE:** 100 F Street, NE., Washington, DC.

**DATE AND TIME OF PREVIOUSLY ANNOUNCED MEETING:** Thursday, August 4, 2005 at 2 p.m.

**CHANGE IN THE MEETING:** Cancellation of meeting.

The Closed Meeting scheduled for Thursday, August 4, 2005 has been cancelled.

For further information please contact the Office of the Secretary at (202) 551-5400.

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

Dated: August 2, 2005.

**Jonathan G. Katz,**  
Secretary.

[FR Doc. 05-15507 Filed 8-2-05; 12:05 pm]

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-28005]

### Filings Under the Public Utility Holding Company Act of 1935, as Amended ("Act")

July 27, 2005

Notice is hereby given that the following filing(s) has/have been made with the Commission pursuant to 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 August 23, 2005, to the Secretary, Securities and Exchange Commission, Washington, DC 20549-9303, 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 August 23, 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., et al. (70-10317)

American Electric Power Company, Inc. ("AEP"), a registered public-utility holding company, and Columbus Southern Power Company ("CSP"), a wholly owned electric utility subsidiary of AEP (together, "Applicants"), both located at 1 Riverside Plaza, Columbus Ohio 43215, have filed an application-declaration ("Application") with the Commission under sections 9(a)(1) and 10 of the Act and rule 54.

CSP is requesting authority to purchase the Waterford Energy Center, a natural-gas fired combined cycle power

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

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

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

plant ("Waterford Facility") and an exempt wholesale generator, as defined under section 32 of the Act ("EWG"), from Public Service Enterprise Group, Incorporated ("PSE"), an electric and gas utility holding company that claims exemption from registration under section 3(a)(1) of the Act by rule 2, and PSEG Power LLC, a wholly owned subsidiary of PSE (together, "PSEG").

### I. Background

CSP is engaged in the generation, transmission and distribution of electric power to approximately 707,000 retail customers in Ohio and in supplying and marketing electric power at wholesale to other electric utilities, municipalities and other market participants.<sup>1</sup> Applicants state that the Waterford Facility has a nominal generating capacity of 821 megawatts and is located in southeastern Ohio and that its sellers, PSE PSEG Power LLC, are a New Jersey corporation and a wholly owned Delaware subsidiary, respectively.

### II. The Proposed Transaction

CSP proposes to purchase the Waterford Facility from PSEG, having entered into a purchase and sale agreement dated as of May 24, 2005 ("Purchase Agreement"), for a purchase price of \$220,000,000 ("Purchase Price").

Applicants anticipate a closing date for the proposed transaction in the third quarter of 2005. Applicants state they propose that PSEG will sell and transfer to CSP, and CSP will purchase from PSEG, substantially all of the assets and related liabilities associated with the Waterford Facility and that PSEG will deliver the assets and related liabilities, free and clear of any mortgage, lien or other security.

Applicants also state that, under an interconnection and operation agreement between PSEG and American Electric Power Service Corporation (the service company affiliate of CSP) dated as of October 20, 2000 ("Interconnection Agreement"), the Waterford Facility is interconnected with CSP's transmission grid owned and its public utility affiliates. Applicants state that, as part of the proposed transaction, all of PSEG's rights and obligations under the Interconnection Agreement will be assigned to CSP. Applicants further

state that, upon completion of the Waterford Facility acquisition, the facility will be integrated with AEP's electric public-utility system and the Waterford Facility will no longer be an EWG.

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

Margaret H. McFarland,  
Deputy Secretary.

[FR Doc. E5-4153 Filed 8-3-05; 8:45 am]

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-52166; File No. SR-BSE-2005-34]

### Self-Regulatory Organizations; Boston Stock Exchange, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Extend a Pilot Program Relating to Boston Options Exchange Trading Rules Regarding Market Opening Procedures

July 29, 2005.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on July 28, 2005, the Boston Stock Exchange, Inc. ("BSE" or "Exchange") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I and II below, which Items have been prepared by the Exchange. Pursuant to Section 19(b)(3)(A) of the Act,<sup>3</sup> and Rule 19b-4(f)(6) thereunder,<sup>4</sup> the Exchange has designated this proposal as "non-controversial," which renders the proposed rule change effective immediately upon filing with the Commission.<sup>5</sup> The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

#### I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to extend the pilot program ("Pilot Program") for a provision of its Boston Options Exchange ("BOX") trading rules regarding its market opening procedures for one year through August 6, 2006.

The text of the proposed rule change is available on the Exchange's Web site (<http://www.bostonstock.com>), at the Exchange's Office of the Secretary, and at the Commission's Public Reference Room.

#### II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the Exchange included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

##### A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

###### 1. Purpose

The purpose of the proposed rule change is to extend the Pilot Program for a section of the Rules of the Boston Options Exchange (the "BOX Rules") relating to opening the market until August 6, 2006. Chapter V, *Doing Business on BOX*, Section 9, *Opening the Market*, establishes guidelines regarding market opening procedures ("Market Opening Rules"). On February 4, 2004, the Commission approved the guidelines, as set forth in the BOX Rules, on a pilot basis through August 6, 2004<sup>6</sup> and extended the Pilot Program for another year on August 6, 2004.<sup>7</sup> The Exchange now seeks to extend the pilot for another year, until August 6, 2006.

According to the BOX Market Opening Rules, for a period of at least one hour prior to the start of trading each day, the BOX Trading Host is in Pre-Opening Phase. During the Pre-Opening Phase, Options Participants are able to enter, modify and cancel orders and quotes, as well as Limit Orders from previous trading sessions which are still valid (e.g. "Good Till Cancelled" orders) that are automatically brought to the new Pre-Opening Phase and are available for modification and cancellation. A Theoretical Opening Price ("TOP"), which is the price which

<sup>1</sup> Applicants state that CSP was organized in Ohio in 1937, with its earliest direct predecessor company having been organized in 1883. CSP's service area is comprised of two areas in Ohio. One area includes the City of Columbus and the other is a predominantly rural area in south central Ohio. Applicants also state that, in addition to its AEP system interconnections, CSP is interconnected with several unaffiliated utility companies and that it joined PJM on October 1, 2004.

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

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

<sup>4</sup> 17 CFR 240.19b-4(f)(6).

<sup>5</sup> The BSE has asked the Commission to waive the five-day pre-filing notice requirement and the 30-day operative delay. See Rule 19b-4(f)(6)(iii), 17 CFR 240.19b-4(f)(6)(iii). See also discussion *infra* Section III.

<sup>6</sup> See Securities Exchange Act Release No. 49192 (February 4, 2004), 69 FR 7051 (February 12, 2004) (SR-BSE-2004-05).

<sup>7</sup> See Securities Exchange Act Release No. 50163 (August 6, 2004) 69 FR 50230 (August 13, 2004) (SR-BSE-2004-28).