

**SUMMARY:** The National Science Foundation (NSF) is required to publish notice of permits issued under the Antarctic Conservation Act of 1978. This is the required notice.

**DATES:** Nadene G. Kennedy, Permit Office, Office of Polar Programs, Rm. 755, National Science Foundation, 4201 Wilson Boulevard, Arlington, VA 22230.

**SUPPLEMENTARY INFORMATION:** On July 27, 2005, the National Science Foundation published a notice in the **Federal Register** of permit applications received. A permit was issued on August 31, 2005 to:

Rebecca J. Gast, Permit No. 2006-019.

Nadene G. Kennedy,  
Permit Officer.

[FR Doc. 05-18574 Filed 9-16-05; 8:45 am]

**BILLING CODE 7555-01-M**

## SECURITIES AND EXCHANGE COMMISSION

### Sunshine Act Meeting

Notice is hereby given, pursuant to the provisions of the Government in the Sunshine Act, Pub. L. 94-409, that the Securities and Exchange Commission will hold the following meetings during the week of September 19, 2005:

An Open Meeting will be held on Wednesday, September 21, 2005, at 10 a.m. in Room L-002, the Auditorium, and a Closed Meeting will be held on Thursday, September 22, 2005 at 2 p.m.

Commissioners, Counsel to the Commissioners, the Secretary to the Commission, and recording secretaries will attend the Closed Meeting. Certain staff members who have an interest in the matters may also be present.

The General Counsel of the Commission, or his designee, has certified that, in his opinion, one or more of the exemptions set forth in 5 U.S.C. 552b(c)(3), (5), (7), (9)(B), and (10) and 17 CFR 200.402(a)(3), (5), (7), 9(ii) and (10) permit consideration of the scheduled matters at the Closed Meeting.

Commissioner Glassman, as duty officer, voted to consider the items listed for the closed meeting in closed session.

The subject matters of the Open Meeting scheduled for Wednesday, September 21, 2005 will be:

1. The Commission will consider whether to extend the date by which companies that are not accelerated filers must comply with certain amendments to Rules 13a-15 and 15d-15 under the Securities Exchange Act of 1934, Items 308(a) and (b) of Regulations S-K and S-B, Item 15 of Form 20-F, and General

Instruction B of Form 40-F. These amendments require companies, other than registered investment companies, to include in their annual reports a report of management and an accompanying auditor's report on the company's internal control over financial reporting. The amendments also require a company's management to evaluate as of the end of each fiscal period any change in the company's internal control over financial reporting that occurred during the period that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting. If approved, a company that is not an accelerated filer would have to comply with the internal control over financial reporting requirements for its first fiscal year ending on or after July 15, 2007.

For further information, please contact Sean Harrison, Special Counsel, Division of Corporation Finance, at (202) 551-3430.

2. The Commission will consider whether to propose amendments to the "accelerated filer" definition in Rule 12b-2 of the Securities Exchange Act of 1934 to:

a. Create a new category of accelerated filer that would include reporting companies with a public float of \$700 million or more; and

b. Ease some of the current restrictions on the exit of companies from accelerated filer status.

The proposed amendments also would amend the final phase-in of the Form 10-K and Form 10-Q accelerated filing deadlines that is scheduled to take effect next year. Accelerated filers currently are scheduled to become subject to a 60-day filing deadline for their Form 10-K annual reports filed for fiscal years ending on or after December 15, 2005, and a 35-day deadline for the three subsequently filed quarterly reports on Form 10-Q.

For further information, please contact Katherine Hsu, Special Counsel, Division of Corporation Finance, at (202) 551-3430.

The subject matters of the Closed Meeting scheduled for Thursday, September 22, 2005, will be:

Formal orders of investigations; Institution and settlement of injunctive actions; and

Institution and settlement of administrative proceedings of an enforcement nature.

At times, changes in Commission priorities require alterations in the scheduling of meeting items.

For further information and to ascertain what, if any, matters have been

added, deleted or postponed, please contact:

The Office of the Secretary at (202) 551-5400.

Dated: September 14, 2005.

Jonathan G. Katz,  
Secretary.

[FR Doc. 05-18665 Filed 9-15-05; 10:59 am]

**BILLING CODE 8010-01-P**

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-28028]

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

September 12, 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 October 7, 2005, to the Secretary, Securities and Exchange Commission, 100 F Street, NE., 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 October 7, 2005, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

#### Allegheny Energy, Inc., et al. (70-10330)

Allegheny Energy, Inc. ("Allegheny"), a registered holding company, and its wholly-owned public utility company subsidiary, Monongahela Power Company ("Monongahela" and, together with Allegheny, the "Applicants"), 800 Cabin Hill Drive, Greensburg, Pennsylvania 15601, have filed an

application-declaration ("Application") under sections 12(c) and 12(d) of the Act and rules 44, 46, and 54 under the Act.

The Applicants request authorizations in connection with Monongahela's proposal to sell its utility assets located in Ohio, except certain excluded assets, to Columbus Southern Power Company ("CSP").<sup>1</sup> The sale is the result of a series of developments in connection with the restructuring of the electric utility industry in Ohio. In response to 1999 Ohio legislation that required Monongahela to provide its Ohio retail electric customers the right to choose their electric generation supplier beginning January 1, 2001, the Public Utilities Commission of Ohio ("PUCO") approved a settlement of Monongahela's transition plan, which included a transfer of its Ohio generation assets to an affiliate at book value and under which Monongahela guaranteed that its large commercial and industrial customers would be provided capped rates through 2003 and its other retail customers would be provided capped rates through 2005 should they elect not to choose an alternative supplier.

Monongahela and CSP have entered into an Asset Purchase Agreement ("APA") under which Monongahela has agreed to sell, assign, convey, transfer and deliver to CSP all of Monongahela's right, title, and interest in assets used by Monongahela in its Ohio transmission and distribution business, with the exception of certain excluded assets. These assets include, 59 miles of transmission lines, related substations and associated property, and approximately 1,167 miles of distribution facilities that are located in Ohio and that constitute utility assets under the Act. The associated property includes the easements and/or real property interests on which the lines and related substations are located and other physical property required for transmission and distribution service. In addition, Monongahela will transfer to CSP other assets, such as contracts, books, records, accounts, inventories, machinery, tools, furniture, and other personal property.

The purchase price for these assets will be the net book value at the time the Transaction closes of the assets identified as Acquired Assets in Section 2.1 of the APA, plus \$10,000,000, less Monongahela's share of property taxes as specified in the APA. The net book value of the utility assets to be sold to CSP was approximately \$46.6 million at

March 31, 2005. The consideration for the utility assets to be sold in the Transaction was the product of arm's-length bargaining between unaffiliated parties. In addition, the Transaction is being undertaken at the behest, and under the review of, the PUCO. Applicants submit that for these reasons, the consideration Monongahela will receive reflects carrying value for the assets that the CSP will acquire in the Transaction and, therefore, will satisfy the requirements of section 12(d). Applicants submit that the authorizations requested in this Application are in their best interest and are appropriate for the protection of investors and consumers.

Applicants seek authority for Monongahela to dividend to Allegheny out of unearned surplus the proceeds received from the sale of those assets. The proceeds would be used by Allegheny to reduce debt and for other lawful corporate purposes.

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

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

[FR Doc. E5-5093 Filed 9-16-05; 8:45 am]

**BILLING CODE 8010-01-P**

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-52408; File No. SR-Amex-2005-024]

### Self-Regulatory Organizations; American Stock Exchange LLC; Order Approving Proposed Rule Change and Amendment No. 1 Thereto To Establish a Process for the Waiver, Deferral, or Rebate of Listing Fees for Certain Closed-End Funds

September 12, 2005.

#### I. Introduction

On February 17, 2005, the American Stock Exchange LLC ("Amex" or "Exchange") filed with the Securities and Exchange Commission ("Commission") a proposed rule change, 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> to provide a process for the waiver, deferral, or rebate of listing fees for certain closed-end funds. On July 27, 2005, Amex amended the proposed rule change. The proposed rule change, as modified by Amendment No. 1, was published for comment in the **Federal**

**Register** on August 11, 2005.<sup>3</sup> The Commission received no comments on the proposal. This order approves the proposed rule change.

#### II. Description of the Proposal

The Exchange is proposing to amend Section 140 of the Amex Company Guide to provide that the Amex Board of Governors or its designee may, in its discretion, waive, defer, or rebate all or any part of the initial listing fee applicable to a closed-end fund that transfers to Amex from another marketplace. The Exchange currently has the authority to waive, defer, or rebate initial listing fees applicable to stocks, bonds, and warrants. To enable it to respond to specific competitive situations, the Exchange believes it is appropriate to have the authority to waive, defer, or rebate all or any part of the listing fees applicable to closed-end funds that transfer to Amex from another marketplace. Such authority could be exercised only by the Amex Board of Governors or its designee. The Amex Board of Governors has delegated this authority to a staff committee, comprised of management representatives from the Office of the Chairman and the ETF Marketplace, Finance and Listing Qualifications Departments. In addition, an attorney from the Office of the General Counsel would provide legal counsel to the committee.

#### III. Discussion

After careful consideration, the Commission finds that the proposed rule change, as amended, is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities exchange.<sup>4</sup> In particular, the Commission believes that the proposal is consistent with Section 6(b)(4) of the Act,<sup>5</sup> which requires, among other things, that the Exchange's rules provide for the equitable allocation of reasonable dues, fees, and other charges among issuers and other persons using its facilities. This proposal gives Amex similar authority with respect to listing fees for closed-end funds as it already possesses with respect to listing fees for stocks, bonds, and warrants.<sup>6</sup> In addition, the Commission notes that it

<sup>3</sup> See Securities Exchange Act Release No. 52216 (August 5, 2005), 70 FR 46896.

<sup>4</sup> In approving the proposed rule change, the Commission has considered its impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

<sup>5</sup> 15 U.S.C. 78f(b)(4).

<sup>6</sup> See Securities Exchange Act Release No. 50270 (August 26, 2004), 69 FR 53750 (September 2, 2004) (SR-Amex-2004-70).

<sup>1</sup> CSP is an electric utility company and a subsidiary company of American Electric Power Company, Inc., a registered holding company.

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

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