

**SECURITIES AND EXCHANGE COMMISSION**

[File No. 1-31795]

**Issuer Delisting; Notice of Application of The Washtenaw Group, Inc. To Withdraw Its Common Stock, \$.01 Par Value, From Listing and Registration on the American Stock Exchange LLC**

January 13, 2006.

On January 11, 2006, The Washtenaw Group, Inc., a Michigan 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-(d) thereunder,<sup>2</sup> to withdraw its common stock, \$.01 par value ("Security"), from listing and registration on the American Stock Exchange LLC ("Amex").

On January 6, 2006, the Board of Directors ("Board") of the Issuer approved resolutions to withdraw the Security from listing and registration on Amex. The Issuer stated that the Board authorized the Issuer to take all actions necessary to voluntarily delist and deregister the Security from Amex because the Board approved, on December 2, 2005, to discontinue mortgage loan production operations, and the Board wishes to ease the financial burden associated with compliance with filing periodic reporting requirements under the Act, particularly the enhanced audit and governance standards of the Sarbanes-Oxley Act of 2002.

The issuer stated in its application that it has met the requirements of Amex Rule 18 by complying with all applicable laws in effect in the State of Michigan, in which it is incorporated, and providing written notice of withdrawal to Amex.

The Issuer's application relates solely to withdrawal of the Security from listing on the Amex 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 February 9, 2006 comment on the facts bearing upon whether the application has been made in accordance with the rules of Amex, 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 1-31795 or;

*Paper Comments*

- Send paper comments in triplicate to Nancy M. Morris, Secretary, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-9303.

All submissions should refer to File Number 1-31795. 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>

**Nancy M. Morris,**  
Secretary.

[FR Doc. E6-678 Filed 1-20-06; 8:45 am]

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**SECURITIES AND EXCHANGE COMMISSION**

[File No. 500-1]

**In the Matter of Safe Transportation Systems, Inc.; Order of Suspension of Trading**

January 19, 2006.

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of Safe Transportation Systems, Inc., because it is delinquent in its periodic filing obligations under Section 13(a) of the Securities Exchange Act of 1934, and Rules 13a-1 and 13a-13 thereunder,

having not filed a periodic report since the period ending March 31, 2002.

The Commission is of the opinion that the public interest and the protection of investors require a suspension of trading in the securities of the above-listed company.

Therefore, *it is ordered*, pursuant to Section 12(k) of the Securities Exchange Act of 1934, that trading in securities of the above-listed company is suspended for the period from 9:30 a.m. EST on January 19, 2006, through 11:59 p.m. EST on February 1, 2006.

By the Commission.

**Jill M. Peterson,**

Assistant Secretary.

[FR Doc. 06-621 Filed 1-19-06; 11:26 am]

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**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34-53123; File No. SR-Amex-2005-110]

**Self-Regulatory Organizations; American Stock Exchange LLC; Notice of Filing of Proposed Rule Change Relating to Specialist Clerks**

January 13, 2006.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act"),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on October 31, 2005, the American Stock Exchange LLC ("Amex" or "Exchange") filed with the Securities and Exchange Commission ("Commission" or "SEC") the proposed rule change as described in Items I, II, and III below, which Items have been prepared by Amex. 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 amendments to Amex Rule 184 to require specialists to employ an adequate number of clerks to enable the specialist unit to efficiently handle trading volume in the unit's registered securities and meet its regulatory responsibilities.

The text of the proposed rule change is below. Proposed new language is in *italics*; proposed deletions are in [brackets].

\* \* \* \* \*

## Rule 184. Specialist Clerks

(a) A specialist or specialist unit *shall* [may] regularly employ, subject to such

<sup>1</sup> 15 U.S.C. 78s(b)(1).<sup>2</sup> 17 CFR 240.19b-4.<sup>1</sup> 15 U.S.C. 78j(d).<sup>2</sup> 17 CFR 240.12d2-2(d).<sup>3</sup> 15 U.S.C. 78j(b).<sup>4</sup> 15 U.S.C. 78j(g).<sup>5</sup> 17 CFR 200.30-3(a)(1).

rules and regulations as the Board of Governors may adopt[, ] *an adequate number of* [one or more] clerks[, ] to aid such specialist or specialist unit on the floor of the Exchange *and to enable the unit to efficiently handle actual and reasonably anticipated volume in the unit's registered securities*, provided each such clerk receives the approval of the Exchange. A yearly fee, as imposed by the Exchange and payable as directed by the Exchange, shall be charged the specialist or specialist unit for each clerk. No rebate shall be given with respect to the fee in the event that a specialist or specialist unit discontinues the services of such a clerk during any period.

(b) A specialist or specialist unit may, for the purpose of obtaining assistance on a temporary basis, utilize the services on the floor of the Exchange of a clerk regularly employed by another specialist or specialist unit, provided that: (1) Such use shall be subject to the approval of the Exchange and the consent of the specialist or specialist unit regularly employing the clerk and shall be subject to such conditions as the Exchange may impose; and (2) such clerk shall not disclose to one specialist or specialist unit any information with respect to orders entrusted to the other specialist or specialist unit.

[Commentary

.01 Each specialist unit will be allowed by the Exchange to employ a number of clerks which the Exchange approves as reasonable from time to time to enable the unit to efficiently handle actual and reasonably anticipated volume in the unit's registered securities.]

\* \* \* \* \*

## 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 proposal. 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

Amex Rule 184 governs the employment of clerks on the trading

floor by specialists, and provides that each specialist unit may regularly employ a number of clerks to aid the specialist unit on the trading floor provided that such clerk(s) receive Exchange approval. Commentary .01 to Amex Rule 184 further provides that each specialist unit will be allowed by the Exchange to employ a number of clerks which the Exchange approves as reasonable to enable the specialist unit to efficiently handle actual and reasonably anticipated volume in the unit's registered securities.

A number of Amex Rules, most notably Amex Rule 170, require specialists to comply with a variety of affirmative and negative obligations. Additionally, specialists are subject to certain Commission order handling rules. In order to comply with SEC and Amex Rules applicable to specialist activities as well as the Exchange Guidelines, it is essential that each specialist unit employ an adequate number of clerks on the trading floor. To clarify this requirement, the Exchange is proposing that Amex Rule 184 be amended to specifically provide that specialists must maintain adequate staffing levels on the trading floor, as necessary to fulfill their regulatory obligations.

The New York Stock Exchange, Inc. ("NYSE") imposes substantially similar staffing obligations on its specialist units.<sup>3</sup>

#### 2. Statutory Basis

Amex believes that the proposed rule change is consistent with Section 6(b) of the Act,<sup>4</sup> in general, and furthers the objectives of Section 6(b)(5),<sup>5</sup> in particular, in that it is 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.

#### B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange believes that the proposed rule change will impose no burden on competition not necessary or appropriate in furtherance of the purposes of the Act.

#### C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received From Members, Participants or Others

No written comments were solicited or received in response to the proposed rule change.

<sup>3</sup> See NYSE Rule 35, Supplementary Material .40.

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

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

## III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Within 35 days of the date of publication of this notice in the **Federal Register** or within such longer period (i) as the Commission may designate up to 90 days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the Exchange consents, the Commission shall:

(A) By order approve such proposed rule change, or

(B) Institute proceedings to determine whether the proposed rule change should be disapproved.

## IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change 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](mailto:rule-comments@sec.gov). Please include File No. SR-Amex-2005-110 on the subject line.

#### Paper Comments

- Send paper comments in triplicate to Nancy M. Morris, Secretary, Securities and Exchange Commission, Station Place, 100 F Street, NE., Washington, DC 20549-9303.

All submissions should refer to File Number SR-Amex-2005-110. 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 Commissions 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 rule change that are filed with the Commission, and all written communications relating to the proposed rule change 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 such filing also will be available for inspection and copying at the principal office of Amex.

All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-Amex-2005-110 and should be submitted on or before February 13, 2006.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>6</sup>

Nancy M. Morris,  
Secretary.

[FR Doc. E6-676 Filed 1-20-06; 8:45 am]

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-53116; File No. SR-Amex-2006-002]

### Self-Regulatory Organizations; American Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to Odd-Lots in Nasdaq Securities

January 13, 2006.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act"),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on January 4, 2006, the American Stock Exchange LLC ("Amex" 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 Amex. The Exchange filed the proposal as a "non-controversial" rule change pursuant to Section 19(b)(3)(A) of the Act<sup>3</sup> and Rule 19b-4(f)(6) thereunder,<sup>4</sup> which renders the proposed rule change effective upon filing with the Commission. 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

Amex proposes to extend for an additional six-month period through June 30, 2006, the Exchange's pilot program for odd-lot execution procedures for Nasdaq securities traded on the Exchange pursuant to unlisted trading privileges. There is no proposed rule text. Amex is making no changes to

the pilot program as it currently operates, other than extending it through June 30, 2006.

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

In its filing with the Commission, Amex 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. Amex 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 Commission approved, and the Exchange implemented, a pilot program for odd-lot order<sup>5</sup> executions in Nasdaq securities transacted on the Exchange pursuant to unlisted trading privileges. Paragraph (j) of Amex Rule 118 ("Trading in Nasdaq National Market Securities") describes the Exchange's odd-lot execution procedures for Nasdaq securities, and Commentary .05 of Amex Rule 205 ("Manner of Executing Odd-Lot Orders") references Amex Rule 118(j) odd-lot procedures. The pilot program was originally approved on August 2, 2002 for a six-month period, was most recently extended on June 30, 2005, and is due to expire on December 30, 2005.<sup>6</sup>

Under the Exchange's current pilot program, after the opening of trading in Nasdaq securities, odd-lot market orders and executable odd-lot limit orders are executed at the qualified national best bid or offer<sup>7</sup> at the time the order is

<sup>5</sup> An odd-lot order is an order for less than 100 shares.

<sup>6</sup> The pilot program originally approved on August 2, 2002 was subsequently extended on July 14, 2003; December 24, 2003; June 14, 2004; December 27, 2004; and July 6, 2005. See Securities Exchange Act Release Nos. 46304 (August 2, 2002), 67 FR 51903 (August 9, 2002) (SR-Amex-2002-56); 48174 (July 14, 2003), 68 FR 43409 (July 22, 2003) (SR-Amex-2003-56); 48995 (December 24, 2003), 68 FR 75670 (December 31, 2003) (SR-Amex-2003-102); 49855 (June 14, 2004), 69 FR 35399 (June 24, 2004) (SR-Amex-2004-30); 50934 (December 27, 2004), 70 FR 412 (January 4, 2005) (SR-Amex-2004-108); 51975 (July 6, 2005); and 70 FR 40409 (July 13, 2005) (SR-Amex-2005-065).

<sup>7</sup> In Amex Rule 118(j), the qualified national best bid and offer are defined as the highest bid and lowest offer, respectively, disseminated (A) by the Exchange or (B) by another market center participating in the Joint Self-Regulatory Organization Plan Governing the Collection,

received at the trading post or through Amex Order File. Odd-lot market orders and executable odd-lot limit orders entered before the opening of trading in Nasdaq securities are executed at the price of the first round-lot or part of round-lot transaction on the Exchange. Non-executable limit orders, stop orders, stop limit orders, orders filled after the close and non-regular way trades are executed in accordance with Amex Rule 205 A(2), A(3), A(4), C(1), and C(2), respectively. Orders to buy or sell "at the close" are filled at the price of the closing round-lot sale on the Exchange. In a locked market condition, odd-lot market orders and executable odd-lot limit orders are executed at the locked market price. In a crossed market condition, odd-lot market orders are executed at the mean of the bid and offer prices when the displayed national best bid is higher than the displayed national best offer by \$.05 or less. When the displayed national best bid is higher than the displayed national best offer by more than \$.05, odd-lot market orders are executed when the crossed market condition no longer exists. In addition, in a crossed market condition, executable odd-lot limit orders are executed at the crossed market bid price (in the case of an order to sell) or at the crossed market offer price (in the case of an order to buy). For example, if the bid and offer are 20.10 and 20.00, respectively, an executable odd-lot sell limit order priced at 20.10 or less will be executed at 20.10 and an executable odd-lot buy limit order priced at 20.00 or higher will be executed at 20.00.

The Exchange believes that the existing odd-lot execution procedures have operated efficiently. Furthermore, the Exchange has received no complaints from members or the public regarding odd-lot executions. Therefore, the Exchange seeks an extension to the pilot program for an additional six-month period through June 30, 2006, providing the Exchange time to assess

Consolidation and Dissemination of Quotation and Transaction Information for Nasdaq Listed Securities Traded on Exchanges on an Unlisted Trading Privileges Basis ("Plan"); provided, however, that the bid and offer in another such market center will be considered in determining the qualified national best bid or offer in a stock only if (i) the quotation conforms to the requirements of Amex Rule 127 ("Minimum Price Variations"), (ii) the quotation does not result in a locked or crossed market, (iii) the market center is not experiencing operational or system problems with respect to the dissemination of quotation information, and (iv) the bid or offer is "firm," that is, members of the market center disseminating the bid or offer are not relieved of their obligations with respect to such bid or offer under paragraph (b)(2) of Rule 602 pursuant to the "unusual market" exception of paragraph (a)(3)(i) of Rule 602 under the Act. 17 CFR 242.602.

<sup>6</sup> 17 CFR 200.30-3(a)(12).

<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).