

This exemption is conditioned upon the Nasdaq Exchange providing written notice to its members whenever the NASD proposes to change a rule that the Nasdaq Exchange has incorporated by reference. The Commission believes that this exemption will promote more efficient use of Commission and SRO resources by avoiding duplicative rule filings based on simultaneous changes to identical rule text sought by more than one SRO. Consequently, the Commission grants Nasdaq's exemption request for the Nasdaq Exchange.

V. Conclusion

It is ordered that the application of the Nasdaq Stock Market LLC for registration as a national securities exchange be, and hereby is, granted.

It is further ordered that operation of the Nasdaq Exchange is conditioned on the satisfaction of the requirements below.

A. *Participation in National Market System Plans.* The Nasdaq Exchange must join the CTA Plan, the CQ Plan, the Nasdaq UTP Plan, the ITS Plan, and the Order Execution Quality Disclosure Plan.

B. *The NASD's Ability to Fulfill its Statutory and Regulatory Obligations.* The NASD must represent to the Commission that control of Nasdaq through the Preferred D share is no longer necessary because the NASD can fulfill through other means its obligations with respect to non-Nasdaq exchange listed securities under Section 15A(b)(11) of the Exchange Act, Rules 602 and 603 of Regulation NMS, and the national market system plans in which the NASD participates.

C. *Intermarket Surveillance Group.* The Exchange must join the Intermarket Surveillance Group.

D. *Minor Rule Violation Plan.* A MRVP filed by the Nasdaq Exchange under Exchange Act Rule 19d-1(c)(2) must be declared effective by the Commission.²²⁶

E. *Fingerprint Plan.* A fingerprint plan filed by the Nasdaq Exchange under Exchange Act Rule 17f-2 must be declared effective by the Commission.²²⁷

F. *17d-2 Agreement.* An agreement pursuant to Exchange Act Rule 17d-2²²⁸ between the NASD and the Nasdaq Exchange that allocates to the NASD regulatory responsibility for those matters specified above²²⁹ must be approved by the Commission, or the Nasdaq Exchange must demonstrate that

it independently has the ability fulfill all of its regulatory obligations.

By the Commission (Chairman Cox and Commissioners Glassman, Atkins, Campos, and Nazareth).

Nancy M. Morris,

Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[File No. 1-31993]

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

January 13, 2006.

On January 9, 2006, Sterling Construction Company 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")¹ and Rule 12d2-2(d) thereunder,² to withdraw its common stock, \$.01 par value ("Security"), from listing and registration on the American Stock Exchange LLC ("Amex").

On November 15, 2005, the Board of Directors ("Board") of the Issuer authorized management to apply to list the Security on the Nasdaq National Market ("Nasdaq") and upon approval of such listing to withdraw the Security from listing and registration on Amex. The Issuer stated in its application that it decided to transfer the listing of the Security from Amex to Nasdaq because it believes that Nasdaq will provide greater exposure of the Security to investors, especially as more of the members of the Issuer's peer group of construction companies have a Nasdaq listing rather than an exchange listing. The Issuer stated that on January 4, 2006, Nasdaq approved its application to list the Security on Nasdaq. The Issuer expects the Security to trade on Nasdaq on or about January 20, 2006.

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 Delaware, in which it is incorporated, and provided written notice of withdrawal to Amex.

The Issuer's application relates solely to withdrawal of the Security from

listing on Amex and from registration under Section 12(b) of the Act,³ and shall not affect its obligation to be registered under Section 12(g) of the Act.⁴

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. Please include the File Number 1-31993 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 1-31993. 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.⁵

Nancy M. Morris,

Secretary.

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³ 15 U.S.C. 781(b).

⁴ 15 U.S.C. 781(g).

⁵ 17 CFR 200.30-3(a)(1).

²²⁶ 17 CFR 240.19d-1(c)(2).

²²⁷ 17 CFR 240.17f-2(c).

²²⁸ 17 CFR 240.17d-2.

²²⁹ See *supra* text accompanying notes 114-117.

¹ 15 U.S.C. 781(d).

² 17 CFR 240.12d2-2(d).