SUBMISSIONS: Written statements may be submitted by any of the following methods:

Electronic Statements

• Use the Commission's Internet submission form (*http://www.sec.gov/info/smallbus/acspc.shtml*); or

• Send an e-mail message to *rule-comments@sec.gov*. Please include File Number 265–23 on the subject line; or

• Use the Federal eRulemaking Portal (*http://www.regulations.gov*). Follow the instructions for submitting comments.

Paper Statements

• Send paper statements 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 No. 265–23. This file number should be included on the subject line if e-mail is used. To help us process and review your statement more efficiently, please use only one method. The Commission will post all statements on the Commission's Web site (*http://www.sec.gov./info/smallbus/acspc.shtml*).

Statements also will be available for public inspection and copying in the Commission's Public Reference Room, 100 F Street, NE., Washington, DC 20549. All statements 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.

Persons wishing to provide oral testimony at the Friday session should submit a request to testify to the SEC staff contact person listed below by the deadline given above. The SEC staff will notify persons whom the Advisory Committee Co-Chairs decide to invite to provide oral testimony. Sufficient time may not be available to accommodate all those wishing to testify. The Co-Chairs have reserved the right to select witnesses and limit the time of witnesses invited to testify. Persons testifying are requested to submit a written statement in accordance with the instructions provided above.

FOR FURTHER INFORMATION CONTACT: Kevin M. O'Neill, Special Counsel, at (202) 551–3260 or *oneillk@sec.gov*, Office of Small Business Policy, Division of Corporation Finance, Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549–0310.

SUPPLEMENTARY INFORMATION: In accordance with section 10(a) of the Federal Advisory Committee Act, 5 U.S.C. App. 1, § 10(a), Gerald J. Laporte, Designated Federal Officer of the Committee, has approved publication of this notice at the request of the Committee.

Dated: May 24, 2005.

Jonathan G. Katz,

Committee Management Officer.

[FR Doc. E5–2724 Filed 5–27–05; 8:45 am]

BILLING CODE 8010–01–P

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 meeting during the week of May 30, 2005:

A Closed Meeting will be held on Wednesday, June 1, 2005 at 10 a.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 Atkins, as duty officer, voted to consider the items listed for the closed meeting in closed session.

The subject matter of the Closed Meeting scheduled for Wednesday, June 1, 2005, will be:

Formal orders of investigations;

Institution and settlement of injunctive actions;

Institution and settlement of administrative proceedings of an enforcement nature; and

Adjudicatory matters.

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) 942–7070.

Dated: May 25, 2005.

Jonathan G. Katz,

Secretary.

[FR Doc. 05–10791 Filed 5–27–05; 4:09 pm]

BILLING CODE 8010–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 35–27973]

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

May 24, 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 June 20, 2005 to the Secretary, Securities and Exchange Commission, Washington, DC 20549–0609, 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 June 20, 2005, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

KeySpan Corporation, et al. (70–10245)

KeySpan Corporation (''KeySpan''), a registered holding company under the Act, and its direct subsidiaries, KeySpan Corporate Services LLC (''KCS''), KeySpan Utility Services LLC (''KUS'') and KeySpan Engineering & Survey, Inc. (''KENG'') each located at One MetroTech Center, Brooklyn, New York (together, ''Applicants'') have filed a declaration (''Declaration'') under section 13 of the Act and rules 54, 87, 88, 90, 91, 93 and 94. KCS, KUS and KENG (collectively, ''Service Companies'') provide various services to KeySpan and its subsidiaries, as described below.

A. Background and Authority Requested

KeySpan registered as a holding company under the Act on November 8, 2000, as a result of KeySpan's acquisition of Eastern Enterprises (now known as KeySpan New England, LLC) and its indirect acquisition of EnergyNorth Inc. which were authorized by the Commission in orders issued on November 7, 2000 (Holding Company Act Release Nos. 27269 and 27271), as modified by order issued on December 1, 2000 (Holding Company Act Release No. 27287).[1] In addition, on November 8, 2000, the Commission issued an order (Holding Company Act Release No. 27272), as modified by the order issued on December 1, 2000 (Holding Company Act Release No. 27286) (collectively, ''Service Company Order''), that, among other things, reserved jurisdiction over the allocation methodologies proposed in the service agreements of the Service Companies and over the use of KCS and KUS as separate service companies. In the Declaration, Applicants request that the Commission: (1) Approve the proposed allocation methodologies of each of the Service Companies; and (2) continue to reserve jurisdiction over the use of KCS and KUS as separate service companies, pending approval by the New York Public Service Commission, upon KeySpan's petition, to eliminate the need to utilize KUS as a separate service company.

B. Services Provided by Each Service Company

KCS provides the following services to all KeySpan system companies: accounting, tax, auditing, treasury and finance services, risk management, financial planning, investor relations and shareholder services, information technology, communications and computer services, legal and regulatory, corporate secretary functions, human resources, environmental services, strategic planning and corporate performance, customer services and communications and customer strategy, materials management and purchasing, facilities management, fleet management, security, corporate affairs, and executive and administrative services. KCS provides the following services to all KeySpan system companies except for the Brooklyn Union Gas Company and KeySpan Gas East Corporation (collectively, ''New York Utilities''): gas supply services, management and administrative functions relating to gas operations, operations support services relating to gas operations, field services relating to gas operations, transmission and delivery system planning services, and gas marketing and sales services.

KUS provides the following services to the New York Utilities, over which the New York Public Service Commission (''NYPSC'') has jurisdiction: Gas and electric transmission and distribution systems planning, research and development, fuel management, marketing and sales services, meter operations, and executive and administrative services.[2] KUS also provides certain sales call center services to the New York Utilities as well as to Boston Gas Company, Essex Gas Company, Colonial Gas Company and EnergyNorth Natural Gas, Inc. (each company does business as KeySpan Energy Delivery New England) (collectively, ''New England Utilities''). The sales call center avoids duplication of resources and call system technologies. The sales call center handles call responses for lead inquiries in responses to advertising and mailings; calls to find out the availability of gas; calls for additional information on gas products; calls for technical questions and inquiries; calls to request appointments with sales representatives and/or plumbers; and calls to order meter sets from customers, plumbers and builders.

KENG provides to KCS and certain other KeySpan subsidiaries general engineering services and executive and administrative services.[3]

C. Allocation Methodologies Used by the Service Companies

Applicants state that the Service Companies allocate all their costs to associated regulated and non-utility companies through a tiered approach. All costs are allocated and billed at cost in accordance with section 13 and rules 90 and 91 of the Act. Costs are first billed directly whenever practicable, including instances when more than one associate company is receiving the same goods or service at the same time. Amounts that cannot be directly assigned will be allocated to client companies by means of equitable allocation formulae, which to the extent possible will be based on cost-causation relationships. All other allocations will be broad based. In some instances, each of the Service Companies' cost centers that perform work for other service company cost centers may use a surrogate allocation method that mimics the allocations of the receiver cost center. Each formula will have an appropriate basis, such as meters and square footage.

Allocation percentages will be calculated on historical data where appropriate and updated annually.[4] The method of assignment or allocation of costs shall be reviewed annually or more frequently if appropriate. If the use of a basis of allocation would result in an inequity because of a change in operation or organization, then the Service Companies may adjust the basis to effect an equitable distribution.

Applicants state that the cost of service will be determined in

[1] KeySpan directly or indirectly owns seven public-utility companies in the northeastern United States. The Brooklyn Union Gas Company, d/b/a KeySpan Energy Delivery New York, distributes natural gas at retail to residential, commercial and industrial customers in the New York City Boroughs of Brooklyn, Staten Island and Queens; KeySpan Gas East Corporation, d/b/a KeySpan Energy Delivery Long Island, distributes natural gas at retail to customers in New York State located in the counties of Nassau and Suffolk on Long Island and the Rockaway Peninsula in Queens County; KeySpan Generation LLC owns and operates electric generation capacity located on Long Island that is sold at wholesale to the Long Island Power Authority; Boston Gas Company, d/b/a KeySpan Energy Delivery New England, distributes natural gas to customers located in Boston and other cities and towns in eastern and central Massachusetts; Essex Gas Company, d/b/a KeySpan Energy Delivery New England, distributes natural gas to customers in eastern Massachusetts; Colonial Gas Company, d/b/a KeySpan Energy Delivery New England, distributes natural gas to customers located in northeastern Massachusetts and on Cape Cod; and EnergyNorth Natural Gas, Inc., d/b/a KeySpan Energy Delivery New England, distributes natural gas to customers located in southern and central New Hampshire and the City of Berlin located in northern New Hampshire. KeySpan, through its subsidiaries, also engages in energy related non-utility activities.

[2] KUS also provides these services to KeySpan Generation LLC, KeySpan Electric Services LLC, and KeySpan Energy Trading Services LLC. These companies either provide services to the Long Island Power Authority or are not subject to the jurisdiction of the NYPSC.

[3] According to the Applicants, KeySpan is compelled to utilize KENG due to Title VIII, Article 145 of the New York Education Law which generally restricts a public service corporation from providing any engineering or survey services to third parties, including affiliates. Nevertheless, the New York Education Law does provide certain ''grandfather'' exemptions that allow these services to be provided by business corporations that have been lawfully practicing engineering or land surveying and were organized and existing under the laws of the State of New York on April 15, 1935 and have existed continuously thereafter. KENG satisfies the requirements of the ''grandfathering'' provisions. Accordingly, KeySpan utilizes KENG as a separate service company to allow for the centralized provision of engineering and surveying services.

[4] Due to the unique nature of KeySpan's relationship with the Long Island Power Authority (''LIPA''), the revenues and assets managed on its behalf will be included in the basis, with the appropriate client company's data, in order to determine appropriate allocations. KeySpan Electric Services LLC provides to LIPA all operation, maintenance and construction services and significant administrative services relating to the Long Island electric transmission and distribution system, supplies LIPA with generating capacity, energy conversion and ancillary services, and manages all aspects of the fuel supply for KeySpan's generating facilities, as well as all aspects of the capacity and energy owned by or under contract to LIPA. KeySpan Electric Services LLC also purchases energy, capacity and ancillary services in the open market on LIPA's behalf.

accordance with the Act and will include all costs of doing business incurred by the Service Companies, including a reasonable return on capital which will reflect a capitalization of the Service Companies of no more than ten percent equity, and all associated taxes.

Applicant's state that each Service Company will maintain an accounting system for accumulating all costs on a project, activity or other appropriate basis. Expenses for the department will include salaries and wages of employees, materials, and supplies and all other expenses attributable to the department. Labor costs will be loaded for fringe benefits and payroll taxes. Time records of hours worked by all Service Company employees, including all officers of the company (*i.e.*, Chief Executive Officer, President and Vice Presidents) will be kept by project and activity.

Each client company will take agreed upon services and such additional, general, or special services as the client company may request and which the particular Service Company concludes it is able to perform. No amendment, alteration or rescission of an activity or project shall release a client company from liability for all costs already incurred by, or contracted for, the applicable Service Company pursuant to the project or activity regardless of whether the services associated with the costs have been completed.

Applicants state that each of the Service Companies' accounting and cost allocation methods and procedures have been structured so as to comply with the ''Uniform System of Accounts for Mutual Service Companies'' established by the Commission for holding company systems. Moreover, each of the Service Companies will file the annual report required by the Commission pursuant to rule 94 under the Act.

Applicants represent that no change in the organization of a Service Company, the type and character of the companies to be serviced, the methods of allocating cost to associate companies or the scope or character of the services to be rendered subject to section 13 of the Act, or any rule, regulation, or order thereunder, shall be made until the Service Company shall first have given the Commission notice of the proposed change not less than 60 days prior to the proposed effectiveness. If, upon the receipt of a notice, the Commission shall notify the Service Company within the 60 day period that a question exists as to whether the proposed change is consistent with the provisions of section 13 of the Act, or of any rule, regulation, or order thereunder, then the proposed change shall not become effective unless and until the Service Company shall have filed with the Commission an appropriate declaration regarding the proposed change and the Commission shall have permitted the declaration to become effective.

D. Reservation of Jurisdiction Over the Use of KCS and KUS as Separate Service Companies Pending Dissolution of KUS

Applicants state that in 1998, as a condition of the NYPSC's approval of the formation of KeySpan as utility holding company, the NYPSC required KeySpan to form KCS and KUS in order to provide the services noted above. Applicants now request that the Commission continue to reserve jurisdiction over the use of KCS and KUS as separate service companies pending and subject to approval by the NYPSC, upon KeySpan's petition, to eliminate the need to utilize KUS as a separate service company. KeySpan proposes to petition the NYPSC to allow Applicants to eliminate the need to utilize KUS as a separate service company. The petition will generally request authorization to utilize KCS as the single service company that would provide to the entire KeySpan system both corporate administrative services as well as gas marketing, gas supply, gas and electric distribution planning, meter repair operations, and all other services currently being provided by KUS and KCS. Key Span proposes to file this NYPSC petition on or before December 31, 2005 and anticipates that the NYPSC will act on this petition on or before December 31, 2006.

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

Jill M. Peterson,

Assistant Secretary.

[FR Doc. E5–2725 Filed 5–27–05; 8:45 am]

BILLING CODE 8010–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–51733; File No. SR–CBOE–2005–19]

Self-Regulatory Organizations; Chicago Board Options Exchange, Incorporated; Order Granting Approval to Proposed Rule Change as Amended By Amendment Nos. 1, 2, and 3 Thereto Relating to an Interpretation of Paragraph (b) of Article Fifth of Its Certificate of Incorporation and an Amendment to Rule 3.16(b)

May 24, 2005.

I. Introduction

On March 7, 2005, the Chicago Board Options Exchange, Incorporated (''CBOE'' or the ''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 (''Exchange Act'') [1] and Rule 19b–4 thereunder,[2] to adopt an interpretation of paragraph (b) of Article Fifth of the Certificate of Incorporation of the CBOE (''Article Fifth(b)'') pertaining to the right of the 1,402 Full Members of the Board of Trade of the City of Chicago, Inc. (''CBOT'') to become members of the CBOE without having to purchase a CBOE membership. On March 28, 2005, the Exchange submitted Amendment No. 1 to the proposed rule change.[3] The proposed rule change, as amended, was published for notice and comment in the **Federal Register** on April 7, 2005.[4] The Commission received three comment letters in response to the proposal as published in the **Federal Register**.[5] On April 20, 2005, the CBOE

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

[3] Due to a motion to reconsider the Commission's approval of SR–CBOE–2004–16, which was pending at the time the notice was published for comment in the **Federal Register**, Amendment No. 1 removed certain language from the text of CBOE Rule 3.16(b) that was included with the original filing to reflect the stay of effectiveness of the text added by SR–CBOE–2004–16 pending a final Commission determination of the motion to reconsider. Amendment No. 1 also added Exhibit 3d to the filing, consisting of an opinion letter from the CBOE's special Delaware counsel pertaining to the proposed rule change.

[4] *See* Securities Exchange Act Release No. 51463 (Mar. 31, 2005), 70 FR 17732 (Apr. 7, 2005).

[5] *See* Letter from Marshall Spiegel and Donald Cleven to Jonathan G. Katz, Secretary, Commission, dated April 28, 2005 (''Spiegel & Cleven April 28th Letter''); Letter from Thomas A. Bond, Norman Friedland, Gary P. Lahey, Anthony Arciero, and Marshall Spiegel to Jonathan G. Katz, Secretary, Commission, dated April 27, 2005 (''Joint Letter''); and Letter from Marshall Spiegel to William Brodsky, Chairman, CBOE, dated April 26, 2005 (this letter was also provided to the Commission as

Continued