

any proposed rule change, or amendment thereto, prior to the 30th day after the date of publication of notice of the filing thereof, unless the Commission finds good cause for so doing and publishes its reasons for so finding. The Commission hereby finds good cause for approving Amendment Nos. 1 and 2 to the proposal, prior to the 30th day after publishing notice of Amendment Nos. 1 and 2 in the **Federal Register**.

As previously discussed, the revisions made to the proposal in Amendment No. 1<sup>19</sup> will allow shareholders to be informed and aware that the issuer has failed to meet Exchange listing standards and is voluntarily delisting with the consent of the Exchange. The other revisions in Amendment No. 1 are clarifications. In Amendment No. 2, the Exchange made technical changes that clarify the revisions set forth in Amendment No. 1. The Commission believes that granting accelerated approval of Amendment Nos. 1 and 2 will permit the Exchange to implement these new provisions as expeditiously as possible, to the benefit of investors. Further, no comments were received on the original proposal, as published.<sup>20</sup> The Commission also believes that accelerating approval of Amendment Nos. 1 and 2 is appropriate because these revisions do not raise new regulatory issues.

Accordingly, pursuant to Section 19(b)(2) of the Act,<sup>21</sup> the Commission finds good cause to approve Amendment Nos. 1 and 2 prior to the thirtieth day after notice of Amendment Nos. 1 and 2 are published in the **Federal Register**.

#### IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning Amendment Nos. 1 and 2, including whether Amendment Nos. 1 and 2 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-NSX-2005-09 on the subject line.

<sup>19</sup> See Amendment No. 1, *supra* note 4 and Section III.B herein.

<sup>20</sup> See Securities Exchange Act Release No. 53508, *supra* note 3.

<sup>21</sup> 15 U.S.C. 78s(b)(2).

##### *Paper Comments*

- Send paper comments in triplicate to Nancy M. Morris, Secretary, Securities and Exchange Commission, Station Place, 100 F Street, NE., Washington, DC 20549-1090.

All submissions should refer to File Number SR-NSX-2005-09. 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 Commission's 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 the Exchange. 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-NSX-2005-09 and should be submitted on or before May 22, 2006.

#### V. Conclusion

It is therefore ordered, pursuant to Section 19(b)(2) of the Act,<sup>22</sup> that the proposed rule change (File No. SR-NSX-2005-09) is approved, and Amendment Nos. 1 and 2 to the proposed rule change are approved on an accelerated basis.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>23</sup>

**Jill M. Peterson,**

*Assistant Secretary.*

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#### SMALL BUSINESS ADMINISTRATION

[License No. 09/79-0456]

##### **Horizon Ventures Fund II, L.P.; Notice Seeking Exemption Under Section 312 of the Small Business Investment Act, Conflicts of Interest**

Notice is hereby given that Horizon Ventures Fund II, L.P., 4 Main Street, Suite 50, Los Altos, CA 94022, a Federal Licensee under the Small Business Investment Act of 1958, as amended ("the Act"), in connection with the financing of a small concern, has sought an exemption under Section 312 of the Act and Section 107.730, Financings which Constitute Conflicts of Interest of the Small Business Administration ("SBA") Rules and Regulations (13 CFR 107.730). Horizon Ventures Fund II, L.P. proposes to provide equity/debt security financing to Venturi Wireless, Inc., Sunnyvale Research Plaza, 555 N. Mathilda Avenue, Suite 100, Sunnyvale, California 94085. The financing is contemplated for working capital and general corporate purposes.

The financing is brought within the purview of § 107.730(a)(1) of the Regulations because Horizons Ventures Fund I, L.P. and Horizons Ventures Advisors Fund I, L.P., all Associates of Horizon Ventures Fund II, L.P., own more than ten percent of Venturi Wireless, Inc., and therefore Venturi Wireless, Inc. is considered an Associate of Horizon Ventures Fund II as detailed in § 107.50 of the Regulations.

Notice is hereby given that any interested person may submit written comments on the transaction to the Associate Administrator for Investment, U.S. Small Business Administration, 409 Third Street, SW., Washington, DC 20416.

Dated: April 3, 2006.

**Jaime Guzmán-Fournier,**

*Associate Administrator for Investment.*

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<sup>22</sup> 15 U.S.C. 78s(b)(2).

<sup>23</sup> 17 CFR 200.30-3(a)(12).