

Agency	Member	Title
Health and Human Services .....	Michael Miller .....	Director, Audit, Analysis, and Information Group Office of Strategic Operations and Regulatory Affairs Centers for Medicare and Medicaid Services.
Internal Revenue Service .....	Ron Kovatch .....	Senior Advisor, Office of Taxpayer Burden Reduction.
Small Business Administration .....	Ron Miller .....	Program Executive Officer for E-Government.
Small Business Administration .....	Jody Wharton .....	Director of Information, Office of Advocacy.

**Appendix V—Contributing Staff**

Agency	Member	Title
Office of Management and Budget .....	Donald Arbuckle .....	Deputy Administrator, Office of Information and Regulatory Affairs (OIRA).
Office of Management and Budget .....	David Rostker .....	Policy Analyst, OIRA.
Office of Management and Budget .....	Keith Belton .....	Policy Analyst, OIRA.
Office of Management and Budget .....	Jonathan Womer .....	Policy Analyst, OIRA.
Office of Management and Budget .....	Shivani Desai .....	Policy Analyst, OIRA.
Office of Management and Budget .....	Jack Koller .....	G2C Portfolio Manager.
Small Business Administration .....	Keith Holman .....	Assistant Chief Counsel, Office of Advocacy.

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**SECURITIES AND EXCHANGE COMMISSION****Proposed Collection; Comment Request**

Upon Written Request, Copy Available  
From: Securities and Exchange Commission, Office of Filings and Information Services, Washington, DC 20549.

**Extension:**

Form N-5—SEC File No. 270-172—OMB Control No. 3235-0169.

Notice is hereby given that, pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission (“Commission”) is soliciting comments on the collection of information summarized below. The Commission plans to submit this existing collection of information to the Office of Management and Budget (“OMB”) for extension and approval.

Form N-5—Registration Statement of Small Business Investment Companies Under the Securities Act of 1933 and the Investment Company Act of 1940. Form N-5 is the integrated registration statement form adopted by the Commission for use by a small business investment company which has been licensed as such under the Small Business Investment Act of 1958 and has been notified by the Small Business Administration that the company may submit a license application, to register its securities under the Securities Act of 1933 [15 U.S.C. 77a *et seq.*] (“Securities Act”), and to register as an investment

company under section 8 of the Investment Company Act of 1940 [15 U.S.C. 80a-1 *et seq.*] (“Investment Company Act”). The purpose of registration under the Securities Act is to ensure that investors are provided with material information concerning securities offered for public sale that will permit investors to make informed decisions regarding such securities. The Commission staff reviews the registration statements for the adequacy and accuracy of the disclosure contained therein. Without Form N-5, the Commission would be unable to carry out the requirements to the Securities Act and the Investment Company Act for registration of small business investment companies. The respondents to the collection of information are small business investment companies seeking to register under the Investment Company Act and to register their securities for sale to the public under the Securities Act. The estimated number of respondents is two and the proposed frequency of response is annually. The estimate of the total annual reporting burden of the collection of information is approximately 352 hours per respondent, for a total of 704 hours.

Written comments are invited on: (a) Whether the proposed collection of information is necessary for the proper performance of the functions of the agency, including whether the information will have practical utility; (b) the accuracy of the agency’s estimate of the burden of the collection of information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burden of the collection of information on respondents, including

through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

Please direct your written comments to R. Corey Booth, Director/Chief Information Officer, Office of Information Technology, Securities and Exchange Commission, 450 5th Street, NW., Washington, DC 20549.

Dated: April 28, 2004.

**Margaret H. McFarland,***Deputy Secretary.*

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**SECURITIES AND EXCHANGE COMMISSION****Proposed Collection; Comment Request**

Upon Written Request, Copy Available  
From: Securities and Exchange Commission, Office of Filings and Information Services, Washington, DC 20549.

**Extension:**

Form N-8A, File No. 270-135, OMB Control No. 3235-0175

Notice is hereby given that, pursuant to the Paperwork Reduction Act of 1995 [44 U.S.C. 3501 *et seq.*], the Securities and Exchange Commission (“Commission”) is soliciting comments on the collection of information summarized below. The Commission plans to submit this existing collection of information to the Office of Management and Budget (“OMB”) for extension and approval.

Form N-8A—Notification of Registration of Investment Companies. Form N-8A [17 CFR 274.10] is the form that investment companies file to notify the Commission of the existence of active investment companies. After an investment company has filed its notification of registration under section 8(a) of the Investment Company Act of 1940 [15 U.S.C. 80a-1 *et seq.*] (“1940 Act”), the company is then subject to the provisions of the 1940 Act which govern certain aspects of its organization and activities, such as the composition of its board of directors and the issuance of senior securities. Form N-8A requires an investment company to provide its name, state of organization, form of organization, classification, if it is a management company, the name and address of each investment adviser of the investment company, the current value of its total assets and certain other information readily available to the investment company. If the investment company is filing simultaneously its notification of registration and registration statement, Form N-8A requires only that the registrant file the cover page (giving its name, address and agent for service of process) and sign the form in order to effect registration.

The Commission uses the information provided in the notification on Form N-8A to determine the existence of active investment companies and to enable the Commission to administer the provisions of the 1940 Act with respect to those companies. Each year approximately 263 investment companies file a notification on Form N-8A. The Commission estimates that preparing Form N-8A requires an investment company to spend approximately 1 hour so that the total burden of preparing Form N-8A for all affected investment companies is 263 hours. Estimates of average burden hours are made solely for the purposes of the Paperwork Reduction Act, and are not derived from a comprehensive or even a representative survey or study of the costs of Commission rules and forms.

Written comments are invited on: (a) Whether the proposed collection of information is necessary for the proper performance of the functions of the agency, including whether the information will have practical utility; (b) the accuracy of the agency’s estimate of the burden of the collection of information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burden of the collection of information on respondents, including through use of automated collection

techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

Please direct your written comments to R. Corey Booth, Director/Chief Information Officer, Office of Information Technology, Securities and Exchange Commission, 450 5th Street, NW., Washington, DC 20549.

Dated: April 28, 2004.

**Margaret H. McFarland,**

*Deputy Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-49626; File No. SR-BSE-2004-11]

### Self-Regulatory Organizations; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change and Amendment Nos. 1 and 2 Thereto by the Boston Stock Exchange, Inc. Relating to an Interpretation of ITS Trade-Throughs and Locked Markets

April 28, 2004.

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> notice is hereby given that on March 23, 2004, the Boston Stock Exchange, Inc. (“Exchange”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II and III below, which items have been prepared by the Exchange. The Exchange filed the proposal pursuant to Section 19(b)(3)(A) of the Act,<sup>3</sup> and Rule 19b-4(f)(1) thereunder,<sup>4</sup> which renders the proposal effective upon filing with the Commission. On April 5, 2004, the Exchange submitted Amendment No. 1 to the proposed rule change.<sup>5</sup> On April 22, 2004, the Exchange submitted Amendment No. 2 to the proposed rule change.<sup>6</sup> The Commission is publishing

<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 19b-4(f)(1).

<sup>5</sup> See letter from John A. Boese, Vice President, Legal and Compliance, BSE, to Nancy Sanow, Assistant Director, Division of Market Regulation (“Division”), Commission, dated April 2, 2004 (“Amendment No. 1”). Amendment No. 1 adds an exhibit to the proposed rule change to include the proposed interpretation as rule text, and replaces the original filing in its entirety.

<sup>6</sup> See letter from John A. Boese, Vice President, Legal and Compliance, BSE, to Nancy Sanow, Assistant Director, Division, Commission, dated April 21, 2004 (“Amendment No. 2”). Amendment No. 2 clarifies the proposed interpretation by

this notice to solicit comments on the proposed rule change, as amended, from interested persons.

### I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

The Exchange is proposing to codify an interpretation concerning ITS Trade-Throughs and Locked Markets. The text of the proposed rule change is below. Additions are in *italics*.

\* \* \* \* \*

### Chapter XXXI

#### Intermarket Trading System

Secs. 1-3 no change

Sec. 4(a)-(f) no change

\* \* \* Supplementary Material

(1)-(10) no change

(11)(a) *The terms “trade through” and “third participating market center trade-through” do not include the situation where a member who initiated the purchase (sale) of an ITS security at a price which is higher (lower) than the price at which the security is being offered (bid) in another ITS participating market, contemporaneously sends through ITS to such ITS participating market a commitment to trade at such offer (bid) price or better and for at least the number of shares displayed with that market center’s better-priced offer (bid); and*

*(b) a trade-through complaint sent in these circumstances is not valid, even if the commitment sent in satisfaction cancels or expires, and even if there is more stock behind the quote in the other market.*

\* \* \* \* \*

### 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 proposed rule change. The text of these statements may be examined at the places specified in Item III below. The Exchange has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

adding the term “contemporaneously” to the proposed rule text.