

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 proposed Joint Amendment No. 15 that are filed with the Commission, and all written communications relating to proposed Joint Amendment No. 15 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 filings also will be available for inspection and copying at the principal offices of Amex, BSE, CBOE, ISE, PCX and Phlx. 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 publicly available. All submissions should refer to File Number 4-429 and should be submitted on or before August 30, 2005.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>8</sup>

**Jill M. Peterson,**

*Assistant Secretary.*

[FR Doc. E5-4271 Filed 8-8-05; 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, Public Law 94-409, that the Securities and Exchange Commission will hold the following meeting during the week of August 8, 2005:

A Closed Meeting will be held on Thursday, August 11, 2005 at 2 p.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), (6), (7), (9)(B), and (10) and 17 CFR 200.402(a) (3), (5), (6), (7), 9(ii) and (10) permit consideration of the scheduled matters at the Closed Meeting.

Commissioner Campos, as duty officer, voted to consider the items listed for the closed meeting in closed session and that no earlier notice thereof was possible.

The subject matters of the Closed Meeting scheduled for Thursday, August 11, 2005, will be:

Formal orders of investigations; Institution and settlement of injunctive actions;

Institution and settlement of administrative proceedings of an enforcement nature; and an Adjudicatory matter.

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) 551-5400.

Dated: August 5, 2005.

**Jonathan G. Katz,**

*Secretary.*

[FR Doc. 05-15792 Filed 8-5-05; 11:26 am]

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-28012]

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

August 3, 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 August 29, 2005, to the Secretary, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-9303, 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 August 29, 2005, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

### Georgia Power Company et al. (70-10300)

Georgia Power Company ("Georgia Power"), 241 Ralph McGill Boulevard, NE., Atlanta, Georgia 30308 and Savannah Electric and Power Company ("Savannah Electric" and together, "Applicants"), 600 East Bay Street, Savannah, Georgia 31401, both public utility company subsidiaries of The Southern Company ("Southern"), a registered holding company under the Act have filed an application ("Application") under sections 9(a), 10 and 12(d) of the Act and rule 54 under the Act.

Georgia Power owns an approximate 84% undivided interest in the plant under construction known as Plant McIntosh Combined Cycle Units 10 and 11 ("Project") in Effingham County, Georgia ("County"). Savannah Electric owns an approximate 16% undivided interest in the Project. Georgia Power and Savannah Electric purchased the Project from Southern Power Company, an affiliate of Georgia Power and Savannah Electric, in May 2004.

Georgia Power and Savannah Electric completed construction of the Project and the Project became operational in June 2005. As a result, the Project is deemed to be a "utility asset" under the Act. Georgia Power and Savannah Electric expect to enter into the "sale/leaseback" transaction described below. Georgia Power and Savannah Electric, therefore, now request approval of the transfer of the Project to the Effingham County Industrial Development Authority ("Authority") in connection with the "sale/leaseback" transaction described below.

Under a tax abatement agreement ("Tax Abatement Agreement"), the County (acting by and through its Board of Commissioners), the Board of Tax Assessors of Effingham County, the Authority, Georgia Power and Savannah Electric have agreed to a reduced amount of property taxes due from Georgia Power and Savannah Electric to the County over a period of approximately 20 years ("Abatement"). The Abatement will be achieved as follows:

(a) Georgia Power and Savannah Electric will sell an interest in the Project to the Authority in an amount not to exceed \$65,000,000 ("Sale

<sup>8</sup> 17 CFR 200.30-3(a)(29).