

Institution and settlement of injunctive actions; and  
Institution and settlement of administrative proceedings of an enforcement nature.

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: September 19, 2005.

**Jill M. Peterson,**

*Assistant Secretary.*

[FR Doc. 05-19030 Filed 9-20-05; 11:21 am]

**BILLING CODE 8010-01-P**

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-28030]

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

September 16, 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 October 11, 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 October 11, 2005, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

### Cleco Corporation and Cleco Midstream Resources LLC (70-10318)

Cleco Corporation ("Cleco Corp."), 2030 Donahue Ferry Road, Pineville, Louisiana, a Louisiana corporation and a holding company claiming exemption from registration under section 3(a)(1) of the Act by rule 2, and its wholly owned subsidiary at the same address, Cleco Midstream Resources, LLC ("Cleco Midstream") ("Applicants") have filed an application ("Application") under sections 9(a)(2) and 10 of the Act. Applicants seek approval of their proposed acquisition of all of the issued and outstanding membership interests of Attala Transmission, LLC ("Attala").

Attala is a Louisiana limited liability company that will acquire transmission facilities from Central Mississippi Generating Company, LLC ("Central Mississippi"), an exempt wholesale generator under section 32 of the Act ("EWG"), and thus become a public-utility company. Central Mississippi is currently the owner of a generating plant ("Attala Generating Plant") located in Attala County, Mississippi, as well as interconnection facilities used to transmit electric energy from the Attala Generating Plant to the transmission system of Entergy Mississippi, Inc. ("Entergy Mississippi"), a public utility subsidiary of Entergy, Inc., a register holding company. Central Mississippi has proposed to sell the Attala Generating Plant to Entergy Mississippi and to sell the interconnection facilities to Attala, which will be formed as a wholly-owned indirect subsidiary of Cleco Corp. and as a direct subsidiary of Cleco Midstream ("Transaction"). Following the closing of the Transaction, Attala will own, operate and maintain the interconnection facilities, and it will use them to provide interconnection service from the Attala Generating Plant to the Entergy Mississippi transmission system, in accordance with a Federal Energy Regulatory Commission ("FERC") filed rate schedule.

Cleco Corp. is the parent company of Cleco Power LLC ("Cleco Power"), a Louisiana limited liability public-utility company that provides electric utility service in central and southeastern Louisiana.

Cleco Midstream is the parent company of Perryville Energy Holdings LLC which owns Perryville Energy Partners, LLC ("Perryville"), an EWG. Perryville owns a 718-megawatt generating facility as well as interconnection facilities used to connect the facility to the transmission system of Entergy Louisiana ("Entergy LA"). Perryville has entered into an

agreement to sell the generating facility to Entergy LA (although it will retain ownership of the interconnection facilities). Following the sale, Perryville will no longer own generating facilities, will cease to qualify as an EWG, and will become a public-utility company, as defined in section 2(a)(5) of the Act. Consequently, when the Transaction is completed, Cleco Midstream will be a holding company with respect to two public-utility companies, Perryville and Attala.

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

**Jonathan G. Katz,**

*Secretary.*

[FR Doc. 05-18940 Filed 9-21-05; 8:45 am]

**BILLING CODE 8010-01-P**

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-52460; File No. SR-Amex-2005-088]

### Self-Regulatory Organizations; American Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to an Extension of the Suspension of Transaction Charges for Specialist Orders in the Nasdaq-100 Tracking Stock® (QQQQ)

September 16, 2005.

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 August 31, 2005, the American Stock Exchange LLC ("Amex" or "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 Amex. Amex has designated the proposed rule change as establishing or changing a due, fee, or other charge imposed by the Exchange pursuant to Section 19(b)(3)(A)(ii) of the Act<sup>3</sup> and Rule 19b-4(f)(2) thereunder,<sup>4</sup> which renders the proposal effective upon filing with the Commission. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

The Exchange proposes to amend Amex Equity and Exchange Traded

<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)(ii).

<sup>4</sup> 17 CFR 240.19b-4(f)(2).

Funds and Trust Issued Receipts Fee Schedules (the "Amex Fee Schedules") to extend the suspension of transaction charges for specialist orders in connection with the trading of the Nasdaq-100 Index Tracking Stock® (Symbol: QQQQ) from September 1, 2005 through October 31, 2005. The text of the proposed rule change is available on Amex's Web site (<http://www.amex.com>), at Amex's principal office, and from the Commission's Public Reference Room.

## 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 IV below. The Exchange has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

### A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

#### 1. Purpose

The Exchange is proposing to extend the suspension of transaction charges for specialist orders in QQQQ from September 1, 2005 through October 31, 2005. The current suspension of specialist transaction charges in QQQQ will otherwise terminate on August 31, 2005.<sup>5</sup>

Specialist orders in QQQQ executed on the Exchange currently are charged \$0.0037 per share (\$0.37 per 100 shares), capped at \$300 per trade (81,081 shares). Effective December 1, 2004, the Nasdaq-100 Index Tracking Stock® formerly "QQQ" transferred its listing from Amex to The Nasdaq Stock Market, Inc ("Nasdaq"). It now trades on Nasdaq under the symbol QQQQ. After the transfer, Amex began trading QQQQ pursuant to unlisted trading privileges.

The Exchange submits that a suspension of transaction fees for specialist orders in connection with QQQQ is consistent with Section 6(b)(4) of the Act.<sup>6</sup> Specifically, the Exchange

believes that extending the suspension of transaction charges for QQQQ specialist orders is an equitable allocation of reasonable fees among Exchange members. The fact that specialists have greater obligations than other members and are also subject to other Exchange fees, in addition to transaction fees, supports this proposal to temporarily extend the fee suspension.

The Exchange notes that specialists are also subject to a variety of Exchange fees other than transaction charges, such as a floor clerk fee, a floor facility fee, a post fee, and registration fee.<sup>7</sup> In addition, specialists and other floor members of the Exchange are subject to technology and membership fees.<sup>8</sup> Certain market participants, such as customers, non-member broker-dealers and market-makers, and member broker-dealers are not subject to the majority of these fees. In addition, specialist units, unlike registered traders and other floor members, must be sufficiently staffed and provide adequate technology resources in order to handle the volume of orders (especially in QQQQ) that are sent to the specialist post at the Exchange. These operational costs that are incurred by a specialist further support the Exchange proposal to extend the suspension of QQQQ transaction fees on specialist orders.

Specialists have certain obligations required by Exchange rules as well as the Act that do not exist for other market participants. For example, a specialist pursuant to Amex Rule 170 is required to maintain a fair and orderly market in his or her assigned securities. Other members of the Exchange as well as non-member market participants do not have this obligation. As a result, the Exchange believes that an extension of the transaction charge fee waiver for specialist orders in QQQQ is reasonable and equitable.

The Exchange is amending the Amex Fee Schedules to indicate that transaction charges for specialist orders in connection with QQQQ executed on the Exchange will be further suspended from September 1, 2005 through October 31, 2005.

charges among its members and issuers and other persons using its facilities."

<sup>7</sup> The floor clerk, floor facility, post, and registration fees on an annual basis are \$900, \$2,400, \$1,000, and \$800, respectively.

<sup>8</sup> A technology fee of \$3,000 per year is assessed on all specialists and other floor participants at the Exchange. Annual membership dues of \$1,500 must be paid by all members while annual membership fees are payable depending on the type of membership and circumstances. Non-members are not subject to these fees.

#### 2. Statutory Basis

Amex believes that the proposed rule change is consistent with Section 6(b) of the Act<sup>9</sup> in general and furthers the objectives of Section 6(b)(4) of the Act<sup>10</sup> in particular in that it is intended to assure the equitable allocation of reasonable dues, fees, and other charges among its members and issuers and other persons using its facilities.

### B. Self-Regulatory Organization's Statement on Burden on Competition

Amex believes that the proposed rule change does not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

### C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received From Members, Participants, or Others

No written comments were solicited or received with respect to the proposed rule change.

## III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act<sup>11</sup> and subparagraph (f)(2) of Rule 19b-4 thereunder<sup>12</sup> because it establishes or changes a due, fee, or other charge imposed by the Exchange. At any time within 60 days of the filing of the proposed rule change, the Commission may summarily abrogate such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

## IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change 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 Number SR-Amex-2005-088 on the subject line.

<sup>9</sup> 15 U.S.C. 78f(b).

<sup>10</sup> 15 U.S.C. 78f(b)(4).

<sup>11</sup> 15 U.S.C. 78s(b)(3)(A)(ii).

<sup>12</sup> 17 CFR 240.19b-4(f)(2).

<sup>5</sup> See Securities Exchange Act Release Nos. 52267 (August 15, 2005), 70 FR 49338 (August 23, 2005) and 52268 (August 15, 2005), 70 FR 49336 (August 23, 2005) (proposals previously introducing and extending this specialist transaction fee waiver).

<sup>6</sup> Section 6(b)(4) states that the rules of a national securities exchange must provide for "the equitable allocation of reasonable dues, fees, and other

*Paper Comments*

- Send paper comments in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-9303.

All submissions should refer to File Number SR-Amex-2005-088. 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 Amex. 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-Amex-2005-088 and should be submitted on or before October 13, 2005.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>13</sup>

**Jill M. Peterson,**

*Assistant Secretary.*

[FR Doc. 05-18939 Filed 9-21-05; 8:45 am]

**BILLING CODE 8010-01-P**

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-52450; File No. SR-DTC-2005-07]

### Self-Regulatory Organizations; The Depository Trust Company; Order Approving Proposed Rule Change To Expand DTC's Inventory Management System

September 15, 2005.

#### I. Introduction

On July 8, 2005, the Depository Trust Company ("DTC") filed with the Securities and Exchange Commission ("Commission") and on July 8, 2005, amended<sup>1</sup> proposed rule change SR-DTC-2005-07 pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act").<sup>2</sup> Notice of the proposal was published in the **Federal Register** on August 1, 2005.<sup>3</sup> No comment letters were received. For the reasons discussed below, the Commission is approving the proposed rule change.

#### II. Description

DTC is expanding its Inventory Management System ("IMS") to offer additional customized transaction recycling capabilities and to provide users with an enhanced approval mechanism in order to give users greater internal control over deliveries that they submit to DTC.

Currently, a participant using IMS can prepopulate its profile to customize the position recycle order for its night cycle deliveries. These "high priority" transactions are processed in the prescribed order if the participant has sufficient shares in its account. If there are insufficient shares to complete these high priority transactions, then DTC attempts to complete lower prioritized transactions that can be completed with the shares the participant has available.

The rule change: (i) Increases participant control over the processing order by adding two new recycle profiles; (ii) expands the recycle profiles to include Initial Public Offering ("IPO") transactions; and (iii) allows a participant's input to be subjected to secondary authorization through a new transaction type in IMS.

The new recycle profiles allow participants to further customize the processing of their deliveries by either: (i) Electing to have the deliveries processed in strict profile order or (ii) enabling the participant to hold all or a

specific set of deliveries in a separate profile until they are ready to release those transactions for processing. For each delivery that is customized and recycled based upon profile selection, a participant will be charged \$0.06 in addition to the applicable delivery fee.

Currently, participants only can route their night delivery orders to IMS for authorization. The rule change allows participants also to submit their manual or automated day delivery orders for authorization based on predetermined profiles. A user can create a profile by asset class and within asset class by input source (e.g., only deliveries submitted by DTC's Participant Browser Service). The user can determine, based on input source, which delivery types (all valued, all free, only under/over valued deliveries) should be routed for authorization. For these deliveries, participants will be charged the current authorization fee of \$0.006 each in addition to the applicable delivery fee.

Participants are not required to make any systemic changes and may continue to process their deliveries as they do today. IMS recycle profiles are optional, and users that do not elect to prioritize their deliveries through IMS continue to be subjected to the existing default recycle profile.

#### III. Discussion

Section 17A(b)(3)(F) of the Act requires that the rules of a clearing agency be designed to provide for the prompt and accurate clearance and settlement of securities.<sup>4</sup> The Commission finds that DTC's proposed rule change is consistent with this requirement because it will allow participants to have all of their deliveries residing at DTC throughout the day and will maximize their priority deliveries and associated settlement credits. As such, the proposed rule change should promote the prompt and accurate clearance and settlement of securities transactions by increasing efficiency of processing participants' transactions.

#### IV. Conclusion

On the basis of the foregoing, the Commission finds that the proposed rule change is consistent with the requirements of the Act and in particular Section 17A of the Act and the rules and regulations thereunder.

*It is therefore ordered*, pursuant to Section 19(b)(2) of the Act,<sup>5</sup> that the proposed rule change (File No. SR-

<sup>1</sup> The amendment corrected a typographical error in the original filing.

<sup>2</sup> 15 U.S.C. 78s(b)(1).

<sup>3</sup> Securities Exchange Act Release No. 52123 (July 26, 2005), 70 FR 44132.

<sup>4</sup> 15 U.S.C. 78q-1(b)(3)(F).

<sup>5</sup> 15 U.S.C. 78s(b)(2).

<sup>13</sup> 17 CFR 200.30-3(a)(12).