

**POSTAL SERVICE****United States Postal Service Board of Governors****Sunshine Act Meeting**

**DATE AND TIMES:** Tuesday, April 15, 2004; 10:30 a.m. and 2:30 p.m.

**PLACE:** Washington, DC, at U.S. Postal Service Headquarters, 475 L'Enfant Plaza, SW., in the Benjamin Franklin Room.

**STATUS:** April 15—10:30 a.m. (Closed); 2:30 p.m. (Open).

**MATTERS TO BE CONSIDERED:**

Thursday, April 15—10:30 a.m. (Closed)

1. Negotiated Service Agreement.
2. Financial Update.
3. Strategic Planning.
4. Personnel Matters and Compensation Issues.

Thursday, April 15—2:30 p.m. (Open)

1. Minutes of the Previous Meeting, March 2, 2004.
2. Remarks of the Postmaster General and CEO.
3. Committee Reports.

Thursday, April 15—2:30 p.m. (Open) [continued]

4. Financing the Postal System, Revenue and Cost Analysis, 2003.
5. Update on usps.com.
6. Tentative Agenda for the May 11–12, 2004, meeting in Dallas, Texas.

**FOR FURTHER INFORMATION CONTACT:**

William T. Johnstone, Secretary of the Board, U.S. Postal Service, 475 L'Enfant Plaza, SW., Washington, DC 20260–1000. Telephone (202) 268–4800.

**William T. Johnstone,**

*Secretary.*

[FR Doc. 04–8037 Filed 4–5–04; 4:16 pm]

**BILLING CODE 7710–12–M**

**SECURITIES AND EXCHANGE COMMISSION****Sunshine Act Meetings**

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 meetings during the week of April 12, 2004:

- An Open Meeting will be held on Tuesday, April 13, 2004 at 10 a.m.  
A Closed Meeting will be held on Thursday, April 15, 2004 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. 552(b)(3), (4), (5), (7), (8), (9), and (10) and 17 CFR 200.402(a)(3), (4), (5), (7), (8), 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.

The subject matter of the Open Meeting scheduled for Tuesday, April 13, 2004 will be:

1. The Commission will consider whether to adopt a rule to exempt qualified foreign banks from the insider lending prohibition of Securities Exchange Act of 1934 Section 13(k), as added by Section 402 of the Sarbanes-Oxley Act. The rule would exempt foreign banks that meet specified criteria similar to those that qualify domestic banks for the exemption under Section 13(k). The Commission will also consider whether to adopt an amendment to Form 20–F that would require a foreign bank issuer to provide the same disclosure regarding certain loans to insiders as that required for domestic banks under Regulation S–K.

For further information contact Elliot Staffin, Special Counsel, Office of International Corporate Finance, Division of Corporation Finance, at (202) 942–2990.

2. The Commission will consider whether to propose amendments to Form S–8 and Form 8–K as well as proposing to define the term “shell company.” The proposed amendments would: (1) Define the term “shell company” to mean a registrant with no or nominal operations, and with no or nominal assets or assets consisting solely of cash and cash equivalents; (2) prohibit the use of Form S–8 by shell companies; and (3) revise Form 8–K to require a shell company to include current Form 10 or Form 10–SB information, including audited financial statements, in the filing on Form 8–K that it files to report an event that causes it to cease being a shell company.

For further information, please contact Gerald J. Laporte, Chief, or Kevin M. O’Neill, Special Counsel, Office of Small Business Policy, Division of Corporation Finance, at (202) 942–2908.

3. The Commission will consider whether to adopt amendments to Forms N–1A, N–3, N–4, and N–6 under the Securities Act of 1933 and the Investment Company Act of 1940. The amendments will (1) require open-end management investment companies and

variable insurance products to disclose in their prospectuses information about the risks of, and policies and procedures with respect to, the frequent purchase and redemption of investment company shares; (2) clarify that open-end management investment companies and insurance company managed separate accounts that offer variable annuities are required to explain both the circumstances under which they will use fair value pricing and the effects of using fair value pricing; and (3) require open end management investment companies and insurance company managed separate accounts that offer variable annuities to disclose their policies and procedures with respect to disclosure of portfolio holdings information.

For further information, please contact Kieran G. Brown or David Schwartz at (202) 942 0721.

The subject matter of the Closed Meeting scheduled for Thursday, April 15, 2004 will be:

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

Institution and settlement of administrative proceedings of an enforcement nature; Regulatory matter regarding a financial institution; and a litigation 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) 942–7070.

Dated: April 6, 2004.

**Jonathan G. Katz,**

*Secretary.*

[FR Doc. 04–8076 Filed 4–6–04; 12:11 pm]

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**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34–49520; File No. PCAOB–2003–09]

**Public Company Accounting Oversight Board; Notice of Filing of Proposed Rule and Form Governing Withdrawal From Registration**

April 2, 2004.

Pursuant to section 107(b) of the Sarbanes-Oxley Act of 2002 (“Act”), notice is hereby given that on October 15, 2003, the Public Company Accounting Oversight Board (“Board” or “PCAOB”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule and form preparation