

stock, \$1.00 par value, and associated preferred stock purchase rights ("Securities"), from listing and registration on the Pacific Exchange, Inc. ("PCX").

On May 19, 2005, the Board of Directors ("Board") of the Issuer approved resolutions to withdraw the Securities from listing and registration on PCX. The Issuer stated in its application that the Securities are listed on both the New York Stock Exchange, Inc. ("NYSE") and PCX. The Issuer stated that the Board's reason for requesting withdrawal of the Securities is the belief by the Board and Issuer that the benefits of being listed on PCX's are outweighed by the added administrative burdens and expenses.

The Issuer stated in its application that it has complied with PCX rules by complying with all applicable laws in effect in the state of Delaware, the state in which the Issuer is incorporated, and by filing with PCX the required documents governing the withdrawal of securities from listing and registration on PCX.

The Issuer's application relates solely to the withdrawal of the Securities from listing on PCX and shall not affect continued listing on the NYSE or its obligation to be registered under Section 12(b) of the Act.³

Any interested person may, on or before July 25, 2005, comment on the facts bearing upon whether the application has been made in accordance with the rules of PCX, and what terms, if any, should be imposed by the Commission for the protection of investors. All comment letters may be submitted by either of the following methods:

Electronic Comments

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/delist.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include the File Number 1-07598 or;

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 1-07598. This file number should be included on the subject line if e-mail is used. To help us 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/delist.shtml>).

³ 15 D.S.C. 781(b).

Comments are also available for public inspection and copying in the Commission's Public Reference Room. All comments received will be posted without change; we do not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁴

Jonathan G. Katz,
Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[File No. 500-1]

In the Matter of St. George Metals, Inc.; Order of Suspension of Trading

July 1, 2005.

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of St. George Metals, Inc. (Pink Sheets symbol: "SGGM"), a Nevada corporation. Questions have been raised about the adequacy of publicly available information concerning, among other things, St. George Metals' assets and liabilities, mining and other business activities, stock issuances, and corporate management. Since the fiscal year ending January 31, 2003, St. George Metals has been delinquent in its periodic filing obligations under Section 13(a) of the Securities Exchange Act of 1934.

The Commission is of the opinion that the public interest and the protection of investors require a suspension of trading in the securities of the above-listed company.

Therefore, it is ordered, pursuant to Section 12(k) of the Securities Exchange Act of 1934, that trading in the above listed company is suspended for the period from 9:30 a.m. EDT, July 1, 2005, through 11:59 p.m. EDT, on July 15, 2005.

⁴ 17 CFR 200.30-3(a)(1).

By the Commission.

Johathan G. Katz,
Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-51932; File No. SR-NASD-2005-076]

Self-Regulatory Organizations; National Association of Securities Dealers, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Modify the Fees for NASD Members Using the New Testing Facility

June 28, 2005.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),¹ and Rule 19b-4 thereunder,² notice is hereby given that on June 16, 2005, the National Association of Securities Dealers, Inc. ("NASD"), through its subsidiary, The Nasdaq Stock Market, Inc. ("Nasdaq"), 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 Nasdaq.³ Nasdaq has designated this proposal as one establishing or changing a due, fee, or other charge imposed by Nasdaq under Section 19(b)(3)(A)(ii) of the Act,⁴ and Rule 19b-4(f)(2) thereunder,⁵ 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

Nasdaq is filing this proposed rule change to simplify the fee schedule for connectivity and testing fees for NASD members wishing to access the Nasdaq Testing Facility ("NTF"). Nasdaq will implement the change to NASD Rule 7050(d) on or about August 1, 2005. The text of the proposed rule change is below. Proposed new language is in

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ The Commission has made minor technical changes to this notice with Nasdaq's consent. Telephone conversation between Katherine A. England, Assistant Director, Jan Woo, Attorney, Division of Market Regulation, Commission, and Eric Lai, Assistant General Counsel, Nasdaq, dated June 23, 2005.

⁴ 15 U.S.C. 78s(b)(3)(A)(ii).

⁵ 17 CFR 240.19b-4(f)(2).