

Finally, the Commission notes that the value of the applicable Index will be calculated and disseminated by the CBOE once every trading day after the close of trading. However, the Commission notes that the value of both the S&P 500 and DJIA will be widely disseminated at least once every fifteen seconds throughout the trading day and that investors are able to obtain real-time call option pricing on the Indexes during the trading day.²⁵ Further, the Indicative Value for the BXM and BXD index-linked securities, which will be calculated by the Amex after the close of trading and after the CBOE calculates the BXM and BXD Indexes for use by investors during the next trading day, is designed to provide investors with a daily reference value of the adjusted Index. Consistent with the Commission's previous orders,²⁶ the Commission notes that issuers of such products have agreed to arrange to have the applicable Index calculated and disseminated on a daily basis through a third party in the event that the CBOE discontinues calculating and disseminating the Index. In such event, the Exchange agrees to obtain Commission approval, pursuant to filing the appropriate Form 19b-4, prior to the substitution of the applicable Index. Further, the Commission notes that the Exchange has agreed to undertake to delist the relevant index-linked securities in the event that the CBOE ceases to calculate and disseminate the applicable BXM or BXD Index, and the relevant issuer is unable to arrange to have such Index calculated and widely disseminated through a third party.

The Commission finds good cause for approving the proposed rule change prior to the 30th day after the date of publication of the notice of filing thereof in the **Federal Register**. The Exchange has requested accelerated approval because it states that this proposal raises no new or novel issues and would permit it, pursuant to Section 107D of

performance of the Nasdaq-100 Index); 44483 (June 27, 2001), 66 FR 35677 (July 6, 2001) (File No. SR-Amex-2001-40) (order approving the listing and trading of notes whose return is based on a portfolio of 20 securities selected from the Amex Institutional Index); and 37744 (Sept. 27, 1996), 61 FR 52480 (Oct. 7, 1996) (File No. SR-Amex-96-27) (order approving the listing and trading of notes whose return is based on a weighted portfolio of healthcare/biotechnology industry securities).

²⁵ In the event that such dissemination of the S&P 500 and DJIA index values (or any successor index) and real-time call option pricing is not available, the Exchange has agreed to undertake to delist the relevant BXM or BXD index-linked securities. Telephone conversation between Jeffrey P. Burns, Associate General Counsel, Amex and Florence Harmon, Senior Special Counsel, Division of Market Regulation, Commission, on June 30, 2005.

²⁶ See *supra* note 7.

the Company Guide, to list and trade index-linked securities based on the BXM and BXD Indexes. The Commission believes that the listing and trading of such securities should provide investors with additional investment choices and that accelerated approval of the proposal would allow investors to begin trading such securities promptly. Therefore, the Commission finds good cause, consistent with section 19(b)(2) of the Act,²⁷ to approve the proposal, as amended, on an accelerated basis.

V. Conclusion

It is therefore ordered, pursuant to section 19(b)(2) of the Act,²⁸ that the proposed rule change (SR-Amex-2005-049), as amended, is hereby approved on an accelerated basis.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.²⁹

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 05-13602 Filed 7-11-05; 8:45 am]

BILLING CODE 8010-01-P

SECURITIES AND EXCHANGE COMMISSION

[File No. 1-32170]

Issuer Delisting; Notice of Application of NutriSystem, Inc., To Withdraw Its Common Stock, \$.001 Par Value, From Listing and Registration on the American Stock Exchange LLC

July 6, 2005.

On June 22, 2005, NutriSystem, Inc., a Delaware corporation ("Issuer"), filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 12d2-2(d) thereunder,² to withdraw its common stock, \$.001 par value ("Security"), from listing and registration on the American Stock Exchange LLC ("Amex").

On June 20, 2005, the Board of Directors ("Board") of the Issuer unanimously approved resolutions to withdraw the Security from listing and registration on Amex and to list the Security on the Nasdaq National Market ("Nasdaq"). The Issuer stated that the Board determined to withdraw the Security from listing on Amex based on the following opinions of the Board: (i) Nasdaq is the premier stock market for

high growth companies because it is a screen-based electronic marketplace with competing market makers that offer faster trade execution times, reduced trading volatility, increased liquidity, and greater exposure to and coverage by institutions that invest in high growth markets; and (ii) in light the aforementioned advantages, it is in the best interest of the Issuer and its stockholders to list the Security on Nasdaq.

The Issuer stated in its application that it has met the requirements of Amex Rule 18 by complying with all applicable laws in effect in the State of Delaware, in which it is incorporated, and provided written notice of withdrawal to Amex.

The Issuer's application relates solely to withdrawal of the Security from listing on the Amex and from registration under Section 12(b) of the Act,³ and shall not affect its obligation to be registered under Section 12(g) of the Act.⁴

Any interested person may, on or before July 29, 2005, comment on the facts bearing upon whether the application has been made in accordance with the rules of Amex, 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 1-32170 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 1-32170. 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>). 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

²⁷ 15 U.S.C. 78s(b)(2).

²⁸ 15 U.S.C. 78s(b)(2).

²⁹ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78l(d).

² 17 CFR 240.12d2-2(d).

³ 15 U.S.C. 78l(b).

⁴ 15 U.S.C. 78l(g).

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.⁵

Jonathan G. Katz,
Secretary.

[FR Doc. 05-13605 Filed 7-11-05; 8:45 am]

BILLING CODE 8010-01-M

SECURITIES AND EXCHANGE COMMISSION

Sunshine Act Meeting

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 meeting during the week of July 11, 2005:

A Closed Meeting will be held on Friday, July 15, 2005, at 10 a.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)(5), (7), (9)(B), and (10) and 17 CFR 200.402(a)(5), (7), 9(ii) and (10), permit consideration of the scheduled matters at the Closed Meeting.

Commissioner Goldschmid, as duty officer, voted to consider the items listed for the closed meeting in closed session.

The subject matters of the Closed Meeting scheduled for Friday, July 15, 2005, will be:

Formal orders of investigations;
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: July 7, 2005.

Jonathan G. Katz,
Secretary.

[FR Doc. 05-13710 Filed 7-7-05; 4:09 pm]

BILLING CODE 8010-01-P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-27996]

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

July 6, 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 1, 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 addressee(s) 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 1, 2005, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

Unitil Corporation, et al. (70-10310)

Unitil Corporation ("Unitil"), a registered holding company, of 6 Liberty Lane West, Hampton, New Hampshire 03842-1720; and its wholly-owned public-utility subsidiaries, Fitchburg Gas and Electric Light Company ("Fitchburg") and Unitil Energy Systems, Inc. ("Unitil Energy"); and its wholly-owned non-utility subsidiaries, Unitil Power Corp. ("Unitil Power"), Unitil Realty Corp. ("Unitil Realty"), Unitil Resources, Inc. ("Unitil Resources") and Unitil Service Corp. ("Unitil Service" and, together with

Fitchburg, Unitil Energy, Unitil Power, Unitil Realty and Unitil Resources, the "Subsidiaries") (and the Subsidiaries together with Unitil, the "Applicants") have filed an application-declaration ("Declaration") under Sections 6(a), 7 and 12(b) of the Act and Rules 45, 52, 53 and 54 under the Act. Applicants seek authority through June 30, 2006 (the "Authorization Period") for certain hedging transactions with respect to existing indebtedness in order to manage and minimize interest rate costs, and certain hedging transactions with respect to anticipatory debt issuances in order to lock-in current interest rates and/or manage interest rate risk exposure.

Background

The Unitil system distributes electricity in the southeastern seacoast and capital city areas of New Hampshire and distributes both electricity and natural gas in the greater Fitchburg area of north central Massachusetts through its two subsidiaries that are "public utility companies" within the meaning of Section 2(a)(5) of the Act (Fitchburg and Unitil Energy). Unitil's public utilities serve approximately 97, 500 electric customers and 15,000 natural gas customers in their franchise areas. Unitil Service provides, at cost, a variety of administrative and professional services on a centralized basis to its affiliated Unitil companies in accordance with a service agreement approved by the Commission. Unitil Realty owns and manages the Unitil's corporate office in Hampton, New Hampshire and leases this facility to Unitil Service under a long-term lease arrangement. Unitil Resources provides energy related consulting and management services to customers outside of the Unitil system of affiliates. Unitil Power formerly functioned as the full requirements wholesale power supply provider for Unitil Energy. In connection with the implementation of electric industry restructuring in New Hampshire, Unitil Power ceased being the wholesale supplier of Unitil Energy on May 1, 2003 and divested of its long-term power supply contracts through the sale of the entitlements to the electricity associated with those contracts.

By order dated June 30, 2003 (HCAR No. 27691, (the "Short Term Debt Order")), the Applicants are currently authorized to make unsecured short-term borrowings in the amount of \$55 million for Unitil and \$35 million for Fitchburg, and to operate a Money Pool.

⁵ 17 CFR 200.30-3(a)(1).