

For the Commission, by the Division of Corporation Finance, pursuant to delegated authority.

Margaret H. McFarland,
Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-27889]

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

September 9, 2004.

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 4, 2004, to the Secretary, Securities and Exchange Commission, Washington, DC 20549-0609, 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 4, 2004, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

Exelon Corporation, et al. (70-9645)

Exelon Corporation, a registered holding company under the Act ("Exelon") at 10 South Dearborn Street, 37th Floor, Chicago, Illinois and three subsidiary companies, Commonwealth Edison Company, an electric public-utility company and a holding company exempt from registration by order under section 3(a)(1) of the Act ("ComEd"), at 10 South Dearborn Street, 37th Floor, Chicago, Illinois, PECO Energy Company, a public-utility company ("PECO"), at 2301 Market Street,

Philadelphia, Pennsylvania and Exelon Generation Company, LLC, a public-utility company ("Genco"), at 300 Exelon Way, Kennett Square, Pennsylvania (collectively "Applicants"), have filed a post-effective amendment under sections 9, 10 and 11 of the Act to an application/declaration previously filed.

PECO is a public-utility company engaged in the purchase, transmission, distribution and sale of electricity and the purchase, distribution and sale of natural gas in Pennsylvania. ComEd is a public-utility company and exempt holding company engaged in the purchase, transmission, distribution and sale of electricity in Illinois. Genco is a public-utility company engaged in the purchase, generation and sale of electricity in Pennsylvania, Illinois, and elsewhere.

In its order approving the merger ("Merger") that created Exelon (Holding Co. Act Release No. 27256, October 19, 2000) ("Merger Order"), the Commission found that the electric properties of Exelon and its subsidiary companies would be interconnected within the meaning of section 2(a)(29)(A) of the Act. That finding was based in part on the fact that Exelon had obtained a 100 MW firm west-to-east contract path ("Contract Path") from the interface of the transmission systems of American Electric Power Company, Inc. ("AEP") and ComEd to PJM Interconnection, LLC ("PJM"). At the time of the Merger, PECO was a member of what was then the PJM independent system operator. Exelon committed to file a post-effective amendment seeking Commission approval of any alternative arrangement to satisfy the interconnection requirement. Exelon asserts that AEP will join PJM effective October 1, 2004. According to Exelon, upon integration of AEP into PJM, the transmission facilities of ComEd will be physically interconnected with those of PECO through the facilities of other members of PJM. Accordingly, Exelon requests that the Commission issue an order finding that, once AEP joins PJM, the Exelon interconnection requirement will be satisfied by the membership of ComEd and PECO in PJM. Exelon asks the Commission to further determine that, with the entry of AEP into PJM, Exelon is not required to renew the Contract Path as a basis for interconnection under the Act.

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

Margaret H. McFarland,
Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-50341; File No. SR-BSE-2004-14]

Self-Regulatory Organizations; Notice of Filing of Proposed Rule Change, and Amendment No. 1 Thereto, by the Boston Stock Exchange, Inc. To Amend Its Intermarket Options Linkage Rules

September 9, 2004.

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 April 6, 2004, the Boston Stock Exchange, Inc. ("BSE" or "Exchange") submitted to 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 the BSE. On June 9, 2004, the BSE submitted Amendment No. 1 to the proposed rule change.³ The Commission is publishing this notice to solicit comments on the proposed rule change, as amended, from interested persons.

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

The BSE proposes to amend its rules relating to the Plan for the Purpose of Creating and Operating an Intermarket Option Linkage ("Linkage Plan").

The text of the proposed rule change, as amended, is below. Proposed additions are in *italics*.

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¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Letter from John Boese, BSE, to Nancy Sanow, Assistant Director, Division of Market Regulation ("Division"), Commission, dated June 8, 2004 ("Amendment No. 1"). In Amendment No. 1, the BSE amended the proposed rule text to clarify that the general requirement that the Exchange's Firm Customer Quote Size ("FCQS") and Firm Principal Quote Size ("FPQS") be at least 10 contracts would not apply if the BSE were disseminating a quotation of fewer than 10 contracts. In that case, the Exchange may establish a FQCS or FPQS equal to its disseminated size.