

**SECURITIES AND EXCHANGE COMMISSION****Issuer Delisting; Notice of Application of FFP Marketing Company, Inc. to Withdraw its Common Shares, \$.01 par Value, From Listing and Registration on the American Stock Exchange LLC File No. 1-13727**

October 18, 2002.

FFP Marketing Company, Inc., a Texas corporation ("Issuer"), has filed an application with the Securities and Exchange Commission ("Commission"), pursuant to section 12(d) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 12d2-2(d) thereunder,<sup>2</sup> to withdraw its Common Shares, \$.01 par value ("Security"), from listing and registration on the American Stock Exchange LLC ("Amex" or "Exchange").

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 Texas, in which it is incorporated, and with the Amex's rules governing an issuer's voluntary withdrawal of a security from listing and registration.

The Board of Trustees ("Board") of the Issuer approved resolutions on September 26, 2002 to withdraw the Issuer's Security from listing on the Amex. In making its decision to withdraw the Issuer's Security from the Exchange, the Board notes the low number of stockholders of record results in a disproportionately high cost associated with being publicly traded, the extent and nature of trading in the Security is erratic and thin, and the burden on the Issuer's resources due to the costs associated with maintaining the listing requirements for its Security.

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

Any interested person may, on or before November 8, 2002, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609, facts bearing upon whether the application has been made in accordance with the rules of the Amex and what terms, if any, should be imposed by the Commission for the protection of investors. 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.<sup>5</sup>

**Jonathan G. Katz,**  
Secretary.

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**SECURITIES AND EXCHANGE COMMISSION**

**[Release No. 35-27580]**

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

October 18, 2002.

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 November 12, 2002, to the Secretary, Securities and Exchange Commission, Washington, DC 20549-0609, and serve a copy of 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 November 12, 2002, 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. (70-10084)****Notice of Proposed Merger of Two Unitil Utility Subsidiaries; Order Authorizing Solicitation of Proxies or Consents**

Unitil Corporation ("Unitil"), 6 Liberty Lane West, Hampton, New Hampshire 03842-1720, a registered holding company under the Act, and two of its retail electric utility subsidiaries, Concord Electric Company ("CECo"), One McGuire Street, Concord, New Hampshire 03301, and Exeter & Hampton Electric Company ("E&H"), 114 Drinkwater Road, Kensington, New Hampshire 03833, (collectively, "Applicants"), have filed an application-declaration ("Application") under sections 6, 7, 9, 10 and 12(c) and 12(e) of the Act and rules 43, 44, 45, 54 and 62 under the Act.

The Application seeks approvals relating to the proposed merger of CECo and E&H. Applicants propose that E&H will merge into CECo to form a single retail electric utility subsidiary of Unitil to the named Unitil Energy Systems Inc. ("UES"). Applicants state that the proposed merger is one element of Unitil's restructuring proposal under the New Hampshire Electricity Restructuring Law (codified as RSA 374-F). By merging E&H into CECo, the Applicants state that they will simplify the corporate structure of Unitil's holding company system and achieve cost efficiency and service quality improvements.

CECo is engaged in the transmission and distribution of electric energy at regulated rates to approximately 28,000 customers in Concord and the capital region of New Hampshire. CECo is regulated as a public utility in New Hampshire. As of June 30, 2002, CECo reported net utility plant of \$37,417,000 and operating revenues for the 12 months ended June 30, 2002 of \$52,263,000.

E&H is engaged in the transmission and distribution of electric energy at regulated rates to approximately 41,000 customers in Exeter and the seacoast region of New Hampshire. E&H is regulated as a public utility by the New Hampshire Public Utilities Commission. As of June 30, 2002, E&H reported net utility plant of \$43,221,000 and operating revenues for the 12 months ended June 30, 2002 of \$58,053,000.

The utility operations of CECo and E&H are administered and coordinated through Unitil's centralized service company, Unitil Service Corp., and each company has, since 1986, secured all of its requirements for electric energy from Unitil Power Company ("UPC"), a subsidiary generating company of Unitil. The companies have different

<sup>1</sup> 15 U.S.C. 78j(d).

<sup>2</sup> 17 CFR 240.12d2-2(d).

<sup>3</sup> 15 U.S.C. 78j(b).

<sup>4</sup> 15 U.S.C. 78j(g).

<sup>5</sup> 17 CFR 200.30-3(a)(1).