

(<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 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. E5-1115 Filed 3-14-05; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[File No. 1-04822]

Issuer Delisting; Notice of Application of Earl Scheib, Inc. To Withdraw Its Capital Stock, \$1.00 Par Value, From Listing and Registration on the American Stock Exchange LLC

March 9, 2005.

On February 24, 2005, Earl Scheib, 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 capital stock, \$1.00 par value ("Security"), from listing and registration on the American Stock Exchange LLC ("Amex").

On February 23, 2005, the Board of Directors ("Board") of the Issuer unanimously approved resolutions to withdraw the Security from listing on Amex. The Board stated that it determined it is in the best interest of the Issuer and its stockholders to withdraw the Security from Amex for the following reasons: (1) The Issuer has fewer than 300 record holders of the Security; (2) the Security trades in low volumes and, as a result, listing of the Security on Amex does not provide significant liquidity to stockholders; (3) the expense of maintaining the listing of the Security on Amex, including the cost of complying with the Act and the provision added by the Sarbanes-Oxley

Act of 2002, has had, and is expected in the future to have, a significant negative effect on the Issuer's earnings; (4) the Issuer's management believes the Issuer is the only publicly-traded chain operator of automotive paint and body shops, and that the costs of maintaining its listing on Amex and complying with the Act place the Issuer at a disadvantage with competitors who do not bear these costs nor make the required disclosures; (5) compliance with the Act and the listing rules of Amex demands significant attention from the Issuer's management and the Board, which attention would otherwise be devoted to developing the Issuer's business and pursuing strategic opportunities; and (6) the Issuer has not sought financing in public capital markets in many years, and the Issuer's management does not expect to do so for the foreseeable future.

The Issuer stated in its application that it has met the requirements of Amex Rule 18 by complying with all applicable laws in Delaware, in which it is incorporated, and with Amex's rules governing an issuer's voluntary withdrawal of a security from listing and registration.

The Issuer's application relates solely to withdrawal of the Security from listing on 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 April 4, 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 1-04822 or;

Paper Comments

- Send paper comments in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549-0609.

All submissions should refer to File Number 1-04822. 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 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.

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SECURITIES AND EXCHANGE COMMISSION

[File No. 1-14544]

Issuer Delisting; Notice of Application of Grupo Imsa, S.A. de C.V. To Withdraw Its American Depositary Shares (Represented by American Depositary Receipts (Each Representing Nine Equity Units, Each of Which Consists of Three Series B Shares, No Par Value, and Two Series C Shares, No Par Value), From Listing and Registration on the New York Stock Exchange, Inc.

March 9, 2005.

On February 10, 2005, Grupo Imsa, S.A. de C.V., a company organized under the laws of United Mexican States ("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 American Depositary Shares (each representing nine equity units, each of which consists of three Series B shares, no par value, and two Series C shares, no par value) ("Security"), from listing and registration on the New York Stock Exchange, Inc. ("NYSE").

The Board of Directors ("Board") of the Issuer adopted resolutions, at a

⁵ 17 CFR 200.30-3(a)(1).

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).

⁵ 17 CFR 200.30-3(a)(1).

¹ 15 U.S.C. 78l(d).

² 17 CFR 240.12d2-2(d).