

[FR Doc. 05-12663 Filed 6-27-05; 8:45 am]

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## SECURITIES AND EXCHANGE COMMISSION

[File No. 500-1]

### Busybox.com, Inc.; Order of Suspension of Trading

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of Busybox.com, Inc. because the company has failed to file periodic reports with the Commission since the period ending September 30, 2000 as required by Section 13(a) of the Securities Exchange Act of 1934 ("Exchange Act") and Rules 13a-1 and 13a-13 thereunder.

The Commission is of the opinion that the public interest and the protection of investors require a suspension of trading in the securities of Busybox.com, Inc.

Therefore, it is ordered, pursuant to Section 12(k) of the Exchange Act, that trading in the securities of Busybox.com, Inc. is suspended for the period from 9:30 a.m. EDT on June 24, 2005, through 11:59 p.m. EDT on July 8, 2005.

By the Commission.

Jonathan G. Katz,  
Secretary.

[FR Doc. 05-12835 Filed 6-24-05; 12:03 pm]

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-51898; File No. SR-Amex-2005-28]

### Self-Regulatory Organizations; American Stock Exchange LLC; Order Granting Approval to Proposed Rule Change and Amendment Nos. 1, 2, and 3 Thereto To Amend Sections 1101, 134, and 1003 of the Amex Company Guide To Make Clarifying and Simplifying Changes Relating To Filing and Notice Requirements With the Exchange Applicable to Amex Listed Issuers

June 21, 2005.

#### I. Introduction

On February 28, 2005, the American Stock Exchange LLC ("Amex" or "Exchange") filed with the Securities and Exchange Commission ("Commission"), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 19b-4

thereunder,<sup>2</sup> a proposed rule change to amend Section 1101 of the Amex Company Guide relating to filing and notice requirements to the Exchange applicable to Amex listed issuers, as well as corresponding changes to Sections 134 and 1003 of the Company Guide. On March 18, 2005, the Amex filed Amendment No. 1 to the proposed rule change.<sup>3</sup> On April 20, 2005, the Amex filed Amendment No. 2 to the proposed rule change.<sup>4</sup> On May 6, 2005, the Amex filed Amendment No. 3 to the proposed rule change.<sup>5</sup> The proposed rule change, as amended, was published for comment in the **Federal Register** on May 17, 2005.<sup>6</sup> The Commission received no comments on the proposal, as amended. This order approves the proposed rule change, as amended.

#### II. Description of the Proposal

The Amex proposes to amend Section 1101 of the Company Guide to eliminate the summary guide that details when certain notices, reports, and filings required by the Commission must be submitted by listed issuers to the Amex. Instead of the detailed summary guide, the Amex proposes to post a comparable guide itemizing these requirements on its Web site (<http://www.amex.com>) as a service to Amex listed issuers and proposes to update it as necessary. The Amex also proposes to revise certain filing requirements with respect to the number of copies of reports or documents that Amex listed issuers are required to file with the Exchange. Under the changes, an issuer who submits reports through the Commission's Electronic Data Gathering Analysis and Retrieval ("EDGAR") system, whether required or permitted, would not have to file hard copies separately with the Exchange.<sup>7</sup> In addition, the Amex proposes to revise operative language in Section 1003 (Application of Policies) of the Company Guide to provide that listed issuers are required to comply with all

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> See Form 19b-4, dated March 18, 2005, which replaced and superseded the original filing in its entirety ("Amendment No. 1").

<sup>4</sup> See Form 19b-4, dated April 20, 2005, which replaced and superseded Amendment No. 1 in its entirety ("Amendment No. 2").

<sup>5</sup> See Form 19b-4, dated May 6, 2005, which replaced and superseded Amendment No. 2 in its entirety ("Amendment No. 3").

<sup>6</sup> See Securities Exchange Act Release No. 51681 (May 11, 2005), 70 FR 28925 (May 17, 2005) (SR-Amex-2005-28).

<sup>7</sup> For example, under these changes, the electronic submission of annual reports, proposed amendments to and certified copies of the Certificate of Incorporation, By-laws, or other similar organization documents through the EDGAR system satisfies the filing requirement to the Exchange.

applicable Commission requirements, as well as all Amex requirements, with respect to timely notice and submissions. The Amex is also proposing conforming changes to Section 134 (Filing Requirements) of the Company Guide.

#### III. Discussion

The Commission finds that the proposed rule change, as amended, is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities exchange<sup>8</sup> and, in particular, the requirements of Section 6 of the Act<sup>9</sup> and the rules and regulations thereunder. Specifically, the Commission finds the proposal, as described above, to be consistent with Section 6(b)(5) of the Act,<sup>10</sup> in that they are designed to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, and, in general, to protect investors and the public interest, and are not designed to permit unfair discrimination between issuers.

The Commission notes that the changes should help to make filing material with the Exchange more efficient and avoid providing documents to the Exchange that are already publicly available on EDGAR. The changes being approved also clarify that listed companies must meet all SEC requirements, as well as Exchange requirements, and can be removed from listing for failure to comply with such requirements.

With regard to Amex's proposal to replace the summary guide with a comparable guide on its Web site, the Commission notes that any changes to Amex rules must continue to be filed with the Commission prior to implementing any change.<sup>11</sup> The Amex has stated, and the Commission expects, that, subsequent to such approval, the Web site would be updated to reflect those changes.

*It is therefore ordered*, pursuant to Section 19(b)(2) of the Act,<sup>12</sup> that the proposed rule change (SR-Amex-2005-28), as amended, be, and it hereby is, approved.

<sup>8</sup> In approving this proposed rule change, as amended, the Commission has considered the proposed rule's impact on efficiency, competition, and capital formation. 15 U.S.C. 78c(f).

<sup>9</sup> 15 U.S.C. 78f.

<sup>10</sup> 15 U.S.C. 78f(b)(5).

<sup>11</sup> The Commission notes that such changes to Amex rules would have to be submitted in accordance with Section 19(b) of the Act.

<sup>12</sup> 15 U.S.C. 78s(b)(2).

<sup>1</sup> 15 U.S.C. 78s(b)(1).

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>13</sup>

Jill M. Peterson,

Assistant Secretary.

[FR Doc. E5-3347 Filed 6-27-05; 8:45 am]

BILLING CODE 8010-01-P

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-51900; File No. SR-Amex-2005-003]

### Self-Regulatory Organizations; American Stock Exchange LLC; Notice of Filing of Proposed Rule Change, and Amendment No. 1 Thereto, To Expand the Types of Trusts Permitted to Directly Own Amex Memberships

June 22, 2005.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on January 7, 2005, the American Stock Exchange LLC ("Amex" or "Exchange") 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 Amex. On June 7, 2005, the Exchange filed Amendment No. 1 to the proposed rule change.<sup>3</sup> 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 Exchange proposes to amend Amex Rule 356 to expand the types of trusts permitted to directly own Amex memberships.

Below is the amended text of the proposed rule change. Proposed new language is in *italics*; proposed deletions are in [brackets].

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#### D. Office Rules

##### Section 4. Employees and Admission of Members and Member Organizations

##### Rule 356. Member Organizations

##### Requirements

For information regarding admission of an organization as a member organization, refer to Article IV, Section 2 of the Exchange Constitution and Exchange Rules 300-312 and contact Membership Services where a checklist of applicable requirements is available.

##### Partnership

A firm applying to become a member organization must submit executed copies of the partnership agreement and all amendments thereto; if applicable, an executed copy of the certificate of limited partnership, as certified by the County Clerk or a copy of the certificate of authority for limited partnerships organized outside New York State; and all documents and information otherwise required by the Exchange. See Exchange Rules 300 and 302 for provisions to be included in the partnership agreement.

All general partners of such firm must become members or allied members of the Exchange. Any limited partners of such firm who control the firm must become approved persons of the Exchange.

##### Corporation

A corporation seeking to become a member organization must submit an executed copy of the charter or certificate of incorporation and all amendments thereto, certified by the Secretary of State; an executed copy of the by-laws and all amendments thereto certified by the Secretary of the corporation or other executive officer; forms of stock certificates; certified list of officers, directors and stockholders pursuant to Exchange Rule 310; and all documents and information otherwise required by the Exchange. See Exchange Rule 312 for provisions to be included in the certificate of incorporation and legend on the stock certificates.

In addition, the Board of Directors of such corporation must designate its "principal executive officers" who shall be members or allied members and shall exercise senior principal executive responsibility over the various areas of the business of such corporation in such areas as the rules of the Exchange may prescribe, including: operations, compliance with rules and regulations of regulatory bodies, finance and credit sales, underwriting, research and administration. Any shareholder of such corporation who controls the

corporation must become an approved person of the Exchange.

##### Trusts

##### Custodial Accounts

A pension plan seeking to become a member organization must establish that its sponsor is either an active member, or where the sponsor is a member organization, that at least fifty percent of the pension plan's participants are active members or the Floor employees of the sponsor. The pension plan must designate its trustee to represent it with respect to its membership, must ensure that its trustee is an allied member or approved person, as the case may be, and must ensure that every party required by the Exchange to be an approved person of the pension plan has qualified as such.

A pension plan seeking to become a member organization must agree that:

(i) the pension plan and related trust take the membership subject to the Constitution and Rules of the Exchange; (ii) the interests in the membership that inure to the participants of the pension plan and their beneficiaries shall be subject to the Constitution and Rules of the Exchange, and subject to any agreements made by the trustee in connection with the membership, including, without limitation, any agreements made in connection with qualification of a member organization with respect to the membership or any special transfer agreement made in connection with a lease of the membership; (iii) the membership cannot be encumbered and the trustee cannot pledge the membership, nor create or permit to be created thereon any lien, charge or other encumbrance; (iv) all controversies arising in connection with the membership, including controversies with the lessee or nominee thereof, shall be subject to arbitration pursuant to the Constitution and Rules of the Exchange; (v) the trustee shall have all necessary powers to act in connection with the membership; (vi) the Exchange shall have no liability to the participants in the pension plan and their beneficiaries in the event the purchase, operation or disposition of the Exchange membership results in loss to the pension plan and related trust (The plan sponsor and trustee each shall indemnify and hold the Exchange harmless from all claims, losses, expenses (including all attorney's fees) and taxes arising out of the purchase, operation and disposition of the Exchange membership); (vii) the plan sponsor and trustee have been advised by their legal counsel as to the

<sup>13</sup> 17 CFR 200.30-3(a)(12).

<sup>14</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> In Amendment No. 1, the Exchange revised the proposed rule text to clarify that an Exchange member owner who does not conduct broker-dealer activities on the floor of the Exchange is not required to be registered with the Commission as a broker-dealer. Member owners can be individuals, partnerships, corporations, custodial accounts or grantor trusts. Amendment No. 1 replaced and superseded the original filing in its entirety.