

Company does not believe that due to the duplication of expenses of continued listing on both Exchanges there is any benefit to continued listing on the BSE.

The Exchange has informed the Company that it has no objection to the withdrawal of the Company's Securities from listing on the BSE.

The Company's application relates solely to the withdrawal from listing of the Securities from the BSE and shall have no effect upon the continued listing of the Securities on the Nasdaq SmallCap Market.

Any interested person may, on or before, April 8, 1999, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth street, N.W., Washington, D.C. 20549-0609, facts bearing upon whether the application has been made in accordance with the rules of the Exchange 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.

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 99-7156 Filed 3-23-99; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Notice of Application to Withdraw From Listing and Registration; (International FiberCom, Inc., Common Stock, No Par Value) File No. 1-13278

March 18, 1999.

International FiberCom, Inc. ("Company") has filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act") and Rule 12d2-2(d) promulgated thereunder, to withdraw the above specified security ("Security") from listing and registration on the Philadelphia Stock Exchange, Inc. ("PHLX" or "Exchange").

The reasons cited in the application for withdrawing the security from listing and registration include the following:

The security has been listed for trading on the Nasdaq National Market

as well as the PHLX. The Company has considered the direct and indirect costs and expenses in connection with maintaining the listing of its security on the PHLX. Due to the low level of trading volume in its security on the PHLX, and in light of the recent changes to the Securities Act of 1933, as amended, under the National Securities Markets Improvement Act of 1996, the Company does not see any particular advantage in continuing to list its security on the PHLX. The Company also believes that the trading of its security on multiple exchanges may possibly fragment the market for its security.

The Company has filed with the Exchange a certified copy of the resolutions adopted by the Company's Board of Directors authorizing the withdrawal of its security from listing on the Exchange and has provided to the Exchange detailed reasons for the proposed withdrawal, and the facts in support thereof.

The Exchange has informed the Company that it has no objection to the withdrawal of the Company's security from listing on the PHLX.

The application refers only to the security set forth above and shall have no effect upon the continued listing of such security on the Nasdaq National Market. In addition, by reason of Section 12(g) of the Act and the rules and regulations of the Commission thereunder, the Company shall be obligated to continue to file reports with the Commission under Section 13 of the Act.

Any interested person may, on or before, April 8, 1999, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549-0609, facts bearing upon whether the application has been made in accordance with the rules of the Exchange 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.

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 99-7154 Filed 3-23-99; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[File No. 500-1]

Cosmos Ventures, Inc.; Order of Suspension of Trading

March 22, 1999.

It appears to the Securities and Exchange Commission that there is a lack of current, adequate and accurate information concerning the securities of Cosmos Ventures, Inc., a Nevada shell corporation. Questions have been raised about the adequacy and accuracy of publicly disseminated information concerning, among other things, the business prospects of Cosmos Ventures, Inc., including its purported acquisition of all rights to a foreign pulp mill.

The Commission is of the opinion that the public interest and the protection of investors require a suspension of trading in the securities of the above listed company.

Therefore, it is ordered, pursuant to Section 12(k) of the Securities Exchange Act of 1934, that trading in the above listed company is suspended for the period from 9:30 a.m. EST, March 22, 1999, through 11:59 p.m. EDT, on April 5, 1999.

By the Commission.

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 99-7274 Filed 3-22-99; 12:45 pm]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-41180; File No. SR-NASD-98-94]

Self-Regulatory Organizations; Order Approving Proposed Rule Change by the National Association of Securities Dealers, Inc. to Amend Adjudication Procedures for Clearly Erroneous Transactions

March 17, 1999.

On December 18, 1998, the National Association of Securities Dealers, Inc., ("NASD" or "Association") through its wholly-owned subsidiary, NASD Regulation, submitted to the Securities and Exchange Commission ("Commission"), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 19b-4 thereunder,² a proposed rule change to amend adjudication procedures for clearly erroneous transactions. The **Federal Register** published the

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

proposed rule change for comment on February 3, 1999.³ The Commission received no comments on the proposal. This order approves the proposal.

Description of the Proposal

NASD Regulation is proposing to amend NASD Rule 11890 ("Rule") to conform the time frame for requesting a clearly erroneous adjudication for pre-opening transactions to the 30 minute frame that applies trades that occur after 10:00 a.m. The rule permits The Nasdaq Stock Market, Inc. ("Nasdaq") to review erroneous transactions and declare them void or otherwise modify their terms. In 1998, the Commission approved changes to the rule to make this process more efficient and fair ("Amendments").⁴ NASD Regulation amended the rule to require members to submit erroneous transaction complaints within 30 minutes of the transaction. Prior to the amendments, the rule allowed members to submit these complaints any time during the trading day. The Association hoped the amendments would preclude firms from waiting until the end of the day to submit erroneous transaction complaints after deciding whether the erroneous trade became unprofitable. The amendments also required that firms give the counterparty to the erroneous transaction adequate notice of the error within a short period of time.

Because of the high trading volume, however, the NASD intended to provide additional time to submit adjudication requests for trades occurring during the first half of each trading day. Specifically, the NASD intended that members have until 10:30 a.m. to request an adjudication for trades occurring between the 9:30 a.m. open and 10:00 a.m. The rule, however, currently only applies to trades that occur before 10:00 a.m., and does not mention trades that occur before the 9:30 a.m. opening. Consequently, a literal reading of the rule accords additional time to pre-9:30 a.m. transactions as well as those that occur between 9:30 and 10:00 a.m.

The NASD staff identified this issue when the Commission approved the amendments, but agreed, in consultation with Commission staff, to wait and observe the operation of the amended rule. After administering the amended rule for eight months, the NASD has confirmed its original belief that this additional time is not necessary for pre-opening transactions and is

inconsistent with the original intent of the amendments.

In particular, the NASD notes that of the 27 requests for adjudication involving pre-opening trades received since the amendments, more than half were submitted by members within 30 minutes (in several instances within ten minutes) even though some members had as long as 90 minutes to do so. More importantly, members made virtually all of these requests (23 of 27) after the market opened and they had an opportunity to observe the direction of the market. While the NASD still believes that it is appropriate to provide additional time to request an adjudication for erroneous trades that occur following the opening, the NASD believes providing members additional time for pre-opening transactions is inconsistent with the intent of the amendments and allows members to abuse the rule.

Discussion

The Commission finds that the proposed rule change is consistent with the Act and the rules and regulations thereunder applicable to a national securities association. In particular, the Commission finds that the proposed rule change is consistent with Section 15A(b)(6) of the Act,⁵ which requires that an Association's rules be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, and to protect investors and the public interest.⁶ Specifically, the Commission believes the proposed rule change promotes fair and efficient resolution of disputes involving clearly erroneous transactions. The Commission believes that uncorrected erroneous transactions hinder an investor's ability to rely on reported transactions as accurately reflecting the current state of the market. The Commission believes the proposed rule change will lessen the impact of erroneous transactions on the public by allowing Nasdaq to more quickly correct erroneous transactions that have been publicly reported.

Conclusion

It is Therefore Ordered, pursuant to Section 19(b)(2) of the Act,⁷ that the proposed rule change (SR-NASD-98-94) is approved.

⁵ 15 U.S.C. 78o-3.

⁶ In approving this rule, the Commission has considered the proposed rule's impact on efficiency, competition, and capital formation. 15 U.S.C. 78c(f).

⁷ 15 U.S.C. 78s(b)(2).

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁸

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 99-7155 Filed 3-23-99; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-41177; File No. SR-NYSE-98-05]

Self-Regulatory Organizations; New York Stock Exchange, Inc.: Order Approving Proposed Rule Change and Notice of Filing and Order Granting Accelerated Approval to Amendment No. 1 to Proposed Rule Change Relating to the Reimbursement of Member Organizations for Costs Incurred in the Transmission of Proxy and Other Shareholder Communication Material

March 16, 1999.

I. Introduction

On February 6, 1998, the New York Stock Exchange, Inc. ("Exchange" or "NYSE") submitted to the Securities and Exchange Commission ("Commission"), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 19b-4 thereunder,² a proposed rule change to extend through June 30, 2001, the effectiveness of the pilot fees ("Pilot Fee Structure") set forth in Exchange Rule 451, "Transmission of Proxy Material," and Exchange Rule 465, "Transmission of Interim Reports and Other Material" (collectively the "Rules").³ The Rules establish guidelines for the reimbursement of expenses by NYSE issuers to NYSE member organizations for the processing and delivery of proxy materials and other issuer communications to security holders whose securities are held in street name.⁴ The proposed rule change also

⁸ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ The "Pilot Fee Structure" originally was approved by the Commission on March 14, 1997. See Securities Exchange Act Release No. 38406 (Mar. 14, 1997), 62 FR 13922 (Mar. 24, 1997) ("Original Pilot Approval Order"). The Pilot Fee Structure subsequently was extended several times and modified once. See *infra* notes 14 and 15. The Exchange amended its proposed rule change to extend the Pilot Fee Structure through August 31, 1999, rather than June 30, 2001, as originally proposed. See *infra* note 8.

⁴ The ownership of shares in street name means that a shareholder, or "beneficial owner," has purchased shares through a broker-dealer or bank, also known as a "nominee." In contrast to direct ownership, where the shares are directly registered

³ See Exchange Act Release No. 40992 (Jan. 28, 1999), 64 FR 5846 (Feb. 5, 1999).

⁴ Exchange Act Release No. 39550 (Jan. 14, 1998), 63 FR 4333 (Jan. 28, 1998) (approving SR-NASD-96-51).