The NRC provides reasonable accommodation to individuals with disabilities where appropriate. If you need a reasonable accommodation to participate in these public meetings, or need this meeting notice or the transcript or other information from the public meetings in another format (e.g. braille, large print), please notify the NRC's Disability Program Coordinator, August Spector, at 301–415–7080, TDD: 301–415–2100, or by e-mail at *aks@nrc.gov.* Determinations on requests for reasonable accommodation will be made on a case-by-case basis.

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This notice is distributed by mail to several hundred subscribers; if you no longer wish to receive it, or would like to be added to the distribution, please contact the Office of the Secretary, Washington, DC 20555 (301–415–1969). In addition, distribution of this meeting notice over the Internet system is available. If you are interested in receiving this Commission meeting schedule electronically, please send an electronic message to *dkw@nrc.gov.*

Dated: March 31, 2005.

Dave Gamberoni,

Office of the Secretary.

[FR Doc. 05–6746 Filed 4–1–05; 9:22 am]

BILLING CODE 7590–01–M

POSTAL SERVICE

United States Postal Service Board of Governors; Sunshine Act Meeting

Board Votes To Close March 25, 2005, Meeting

In person and by telephone vote on March 25, 2005, a majority of the members contacted and voting, the Board of Governors voted to close to public observation a meeting held in Washington, DC, via teleconference. The Board determined that prior public notice was not possible.

ITEM CONSIDERED: 1. Rate Case Planning.

GENERAL COUNSEL CERTIFICATION: The General Counsel of the United States Postal Service has certified that the meeting was properly closed under the Government in the Sunshine Act.

FOR FURTHER INFORMATION CONTACT: Requests for information about the meeting should be addressed to the Secretary of the Board, William T. Johnstone, at (202) 268–4800.

William T. Johnstone

Secretary.

[FR Doc. 05–6737 Filed 3–31–05; 4:41 pm]

BILLING CODE 7710–12–M

POSTAL SERVICE

United States Postal Service Board of Governors; Sunshine Act Meeting

Board Votes To Close March 31, 2005, Meeting

At its teleconference meeting on March 25, 2005, the Board of Governors of the United States Postal Service voted unanimously to close to public observation its meeting scheduled for March 31, 2005, in Washington, DC, via teleconference. The Board determined that prior public notice was not possible.

ITEM CONSIDERED: 1. Rate Case Filing.

GENERAL COUNSEL CERTIFICATION: The General Counsel of the United States Postal Service has certified that the meeting was properly closed under the Government in the Sunshine Act.

CONTACT FOR FURTHER INFORMATION: Requests for information about the meeting should be addressed to the Secretary of the Board, William T. Johnstone, at (202) 268–4800.

William T. Johnstone,

Secretary.

[FR Doc. 05–6738 Filed 4–31–05; 4:42 pm]

BILLING CODE 7710–12–M

POSTAL SERVICE

United States Postal Service Board of Governors; Sunshine Act Meeting

DATE AND TIMES: Tuesday, April 12, 2005; 9 a.m. and 3 p.m.

PLACE: Washington, DC, at U.S. Postal Service Headquarters, 475 L'Enfant Plaza, SW., in the Benjamin Franklin Room.

STATUS: April 12–9 a.m. (Closed); 3 p.m. (Open).

MATTERS TO BE CONSIDERED:

Tuesday, April 12 at 9 a.m. (Closed)

1. Strategic Planning.
2. Financial Update.
3. Personnel Matters and Compensation Issues.

Tuesday, April 12 at 3 p.m. (Open)

1. Minutes of the Previous Meeting, February 16–17, 2005.
2. Remarks of the Postmaster General and CEO.
3. Committee Reports.
4. Business Connect.
5. Human Resources Update.
6. Tentative Agenda for the May 10–11, 2005, meeting at Atlanta, Georgia.

FOR FURTHER INFORMATION CONTACT: William T. Johnstone, Secretary of the Board, U.S. Postal Service, 475 L'Enfant Plaza, SW., Washington, DC 20260–1000. Telephone (202) 268–4800.

William T. Johnstone,

Secretary.

[FR Doc. 05–6739 Filed 3–31–05; 4:41 pm]

BILLING CODE 7710–12–M

SECURITIES AND EXCHANGE COMMISSION

Sunshine Act Meetings

Notice is hereby given, pursuant to the provisions of the Government in the Sunshine Act, Public Law 94–409, that the Securities and Exchange Commission will hold the following meetings during the week of April 4, 2005:

A closed meeting will be held on Tuesday, April 5, 2005, at 2 p.m., and an open meeting will be held on Wednesday, April 6, 2005, at 10 a.m. in Room 1C30.

Commissioners, Counsel to the Commissioners, the Secretary to the Commission, and recording secretaries will attend the closed meeting. Certain staff members who have an interest in the matters may also be present.

The General Counsel of the Commission, or his designee, has certified that, in his opinion, one or more of the exemptions set forth in 5 U.S.C. 552b(c)(3), (5), (7), (9)(B), and (10) and 17 CFR 200.402(a)(3), (5), (7), 9(ii) and (10), permit consideration of the scheduled matters at the closed meeting.

Commissioner Atkins, as duty officer, voted to consider the items listed for the closed meeting in closed session and that no earlier notice thereof was possible.

The subject matter of the closed meeting scheduled for Tuesday, April 5, 2005, will be:

Formal orders of investigations;

Institution and settlement of injunctive actions;

Institution and settlement of administrative proceedings of an enforcement nature; and an

Adjudicatory matter.

The subject matter of the open meeting scheduled for Wednesday, April 6, 2005, will be:

1. The Commission will consider a recommendation regarding the application of the Investment Advisers Act of 1940 to certain broker-dealers. (See Advisers Act Release No. 1845, Advisers Act Release No. 2278, Advisers Act Release No. 2339, and Advisers Act Release No. 2340).

2. The Commission will consider whether to adopt Regulation NMS and

two amendments to the joint industry plans for disseminating market information. In particular, the Commission will consider whether to adopt the following rules and amendments:

a. Rule 611 of Regulation NMS (''Order Protection Rule''), which would establish marketwide price protection for automated quotations that are immediately accessible;

b. Rule 610 of Regulation NMS (''Access Rule''), which would promote fair and non-discriminatory access to quotations through a private access approach and establish a limit on access fees to harmonize the pricing of quotations across different trading centers;

c. Rule 612 of Regulation NMS (''Sub-Penny Rule''), which would establish a uniform pricing increment of no less than a penny for orders, quotations, or indications of interest, except for those priced at less than $1.00 per share;

d. Amendments to Rules 11Aa3–1 and 11Ac1–2 under the Securities Exchange Act of 1934 (''Exchange Act'') (redesignated as Rule 601 and 603 of Regulation NMS) (''Market Data Rules''), which would update the requirements for consolidating, distributing, and displaying market information, and amendments to the joint industry plans for disseminating market information that would modify the formulas for allocating plan revenues (''Allocation Amendment'') and broaden participation in plan governance (''Governance Amendment''); and

e. Redesignation of the national market system (''NMS'') rules adopted under the Exchange Act and inclusion of those rules, as well as Rules 610, 611, and 612, under Regulation NMS. Regulation NMS also would include a separate definitional rule that would (i) retain most of the definitions currently used in the NMS rules, (ii) include new definitions related to the rules being considered for adoption, and (iii) update or eliminate obsolete definitions in the NMS rules.

At times, changes in Commission priorities require alterations in the scheduling of meeting items.

For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact: The Office of the Secretary at (202) 942–7070.

Dated: March 30, 2005.

Jonathan G. Katz,

Secretary.

[FR Doc. 05–6740 Filed 3–31–05; 4:42 pm]

BILLING CODE 8010–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 35–27953; 70–10290]

Pepco Holdings, Inc.; Filings Under the Public Utility Holding Company Act of 1935, as Amended (''Act'')

March 30, 2005.

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 April 25, 2005, 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 April 25, 2005, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

Notice of Proposal To Amend Charter; Order Authorizing the Solicitation of Proxies

Pepco Holdings, Inc. (''PHI''), 701 Ninth Street, Washington, DC 20068, a Delaware corporation and a registered public utility holding company under the Act, has filed a declaration (''Declaration'') under to sections 6(a)(2) and 12(e) of the Act and rules 54, 62 and 65 under the Act.

PHI requests authority to (i) amend its corporate charter to eliminate classification of the Board of Directors (''Proposed Amendment'') and (ii) solicit proxies from the holders of PHI's shares of common stock to implement the Proposed Amendment.

PHI states that it has had a staggered Board of Directors in place since it became a public company at the time of the closing of the merger involving its public utility subsidiary Potomac Electric Power Company (''Pepco'') and Conectiv, formerly a registered public utility holding company, in 2002. Prior to the merger, Pepco had a staggered board beginning in 1988 and Conectiv had a staggered board from the time it became a public company in 1998. Under PHI's staggered board arrangement, the Board of Directors is divided into three classes, with the directors of one of the classes elected annually for three-year terms.

PHI states that the Board of Director's Corporate Governance/Nominating Committee conducted a review of the relative merits of annually elected and staggered boards. The Nominating Committee recommended to the Board that the staggered election of directors be eliminated. After reviewing and assessing the recommendation of the Nominating Committee, the Board of Directors adopted a resolution, declaring it advisable that section C of Article V of PHI's Restated Certificate of Incorporation be amended to eliminate classification of the Board of Directors.

PHI states that if the Proposed Amendment is approved, each nominee for election as a director, including directors standing for reelection, will be elected for a one-year term. The Proposed Amendment will not shorten the term of any director elected at or prior to the 2005 Annual Meeting. Accordingly, in 2006 only the nominees to succeed the directors whose terms expire in 2006, would be elected for one-year terms. In 2007, the nominees to succeed the directors whose terms expire in 2007 and to succeed the directors elected in 2006 would be elected for one-year terms. Beginning in 2008, all of the members of the Board of Directors would be elected for one-year terms. Under paragraph D of Article V of the Restated Certificate of Incorporation, any vacancy on the Board of Directors resulting other than because of an increase in the authorized number of directors elected by shareholders may be filled by a majority of the directors then in office. In accordance with this provision, if during the transition period a vacancy occurs with respect to a director whose term of office continues beyond the next annual meeting, the term of any director elected to fill such a vacancy shall expire at the next shareholders' meeting at which directors are elected, and the remainder of the term, if any, shall be filled by a director elected at that meeting.

PHI states that in accordance with paragraph G of Article V of the Restated Certificate of Incorporation, adoption of the Proposed Amendment requires the affirmative vote of the holders of two-thirds the outstanding shares of PHI's