

Mr. Harvey L. Pitt, Chairman, Commission, dated September 13, 2002 ("SIO NYSE Letter").

58. E-mail from Tore U. Johnsson, to *rule-comments@sec.gov* dated August 23, 2002 ("Johnsson E-mail").

59. E-mail from Mark@mvcinternational.com dated September 4, 2003 ("MVC Associates NYSE E-mail").

60. Letter from Sullivan & Cromwell, to Mr. Jonathan G. Katz, Secretary, Commission, dated September 23, 2003 ("Sullivan & Cromwell NYSE Letter").

61. Letter from Henry A. McKinnell, Chairman of the Board and Chief Executive Officer, Pfizer Inc., to Mr. Richard Grasso, Chairman, NYSE, dated May 30, 2003 ("Pfizer NYSE Letter").

62. Letter from Barbara J. Krumsiek, President and CEO, Calvert Group, Ltd., to Mr. Richard A. Grasso, Chairman and Chief Executive Officer, NYSE, dated May 20, 2003 ("Calvert Letter").

63. Letter from Bob Reed, JP Financial, to Janice ("Bob Reed Letter").

Comment Letters Relating to SR-NASD-2002-141, the Nasdaq Independent Director Proposal

1. Letter from D. Scott Huggins, Senior Vice President and Chief Auditor, Fulton Financial Corporation, to Jonathan G. Katz, Secretary, Commission, dated April 1, 2003 ("Fulton Nasdaq Letter").

2. Letter from Joseph S. Schwartz Jr., Corporate Secretary, Whitney Holding Company, to Jonathan G. Katz, Secretary, Commission, dated April 14, 2003 ("Whitney Nasdaq Letter").

3. Letter from Janne G. Gallagher, Acting General Counsel, Council on Foundations, to Jonathan G. Katz, Secretary, Commission, dated April 15, 2003 ("Council on Foundations Nasdaq Letter").

4. Letter from Cary Klafter, Vice President, Legal and Government Affairs, Intel Corporation, to Margaret H. McFarland, Deputy Secretary, Commission, dated April 11, 2003 ("Intel Nasdaq Letter").

5. Letter from Susan D. Stanley, First Vice President and Corporate Secretary, People's Bank, to Jonathan G. Katz, Secretary, Commission, dated April 15, 2003 ("People's Bank Nasdaq Letter").

6. Letter from Charlotte M. Bahin, Director of Regulatory Affairs, Senior Regulatory Counsel, America's Community Bankers, to Jonathan G. Katz, Secretary, Commission, dated April 22, 2003 ("America's Community Bankers Nasdaq Letter").

7. Letter from Sarah A. Miller, Director, Center for Securities, Trust and Investments, American Bankers Association, to Jonathan G. Katz, Secretary, Commission, dated April 16, 2003 ("American Bankers Association Nasdaq Letter").

8. Letter from Craig S. Tyle, General Counsel, Investment Company Institute, to Jonathan G. Katz, Secretary, Commission, dated April 15, 2003 ("Investment Company Institute Nasdaq Letter").

9. Letter from David A. Kastelic, Senior Vice President and General Counsel, Cenex Harvest States Cooperatives, to Jonathan G. Katz, Secretary, Commission, dated April 21, 2003 ("Cenex Harvest Nasdaq Letter").

10. Letter from Charles M. Nathan, Committee on Securities Regulation of the Association of the Bar of the City of New York, to Secretary, Commission, dated April 25, 2003 ("Committee on Securities Regulation Nasdaq Letter").

11. Letter from C.R. Cloutier, Chairman, Independent Community Bankers of America, to Jonathan G. Katz, Secretary, Commission, dated May 6, 2003 ("Independent Community Bankers Nasdaq Letter").

12. Letter from Douglas A. Cifu, Paul, Weiss, Rifiand, Wharton & Garrison LLP, to Jonathan G. Katz, Secretary, Commission, dated May 14, 2003 ("Paul Weiss Nasdaq Letter").

13. Letter from Mark G. Heesen, President, National Venture Capital Association, to Jonathan G. Katz, Secretary, Commission, dated April 16, 2003 ("National Venture Nasdaq Letter").

14. Letter from Fritz Heimann, Chairman, and Thomas L. Milan, Director, Transparency International-USA, to Mr. Jonathan G. Katz, Secretary, Securities and Exchange Commission, dated May 28, 2003 ("TI-USA Nasdaq Letter").

15. Letter from Bonnie K. Wachtel, CEO, Wachtel & Co., Inc., to Jonathan G. Katz, Secretary, Commission, dated June 16, 2003 ("Wachtel Nasdaq Letter").

16. Letter from Irwin M. Jacobs, Chairman and CEO, QUALCOMM, to Secretary, Commission, dated August 22, 2002 ("Qualcomm Nasdaq Letter").

17. E-mail from Tore U. Johnsson, to *rule-comments@sec.gov* dated August 23, 2002 ("Johnsson Nasdaq E-mail").

18. E-mail from George Kolber to *rule-comments@sec.gov*, dated July 1, 2003 ("Kolber Nasdaq E-mail").

19. Letter from Gary P. Kreider, Keating, Muething & Klekamp, PLL, to Secretary, Commission, dated July 1, 2003 ("Kreider Nasdaq Letter").

Comment Letters Relating to Both SR-NYSE-2002-33 and SR-NASD-2002-141

1. Letter from Stanley Keller, Chair, Committee on Federal Regulation of Securities, Robert Todd Lang, Chair, Task Force on Listing Standards, Committee on Federal Regulation of Securities, American Bar Association, Business Law Section, to Commission, dated June 2, 2003 ("Committee on Federal Regulation of Securities Letter").

2. E-mail from Peter Herman dated June 3, 2003 ("Herman E-mail").

3. E-mail from HarlanHobgood@cs.com to *rule-comments@sec.gov*, dated June 12, 2003 ("Hobgood E-mail").

4. Letter from Mark R. Beatty, General Counsel, Cascade Investment, to The Honorable Jonathan G. Katz, Secretary, Commission, dated July 3, 2003 ("Cascade Investment Letter").

5. Letter from Peter S. Brown, Senior Vice President and General Counsel, Arrow Electronics, Inc., to Ms. Janice O'Neill, Vice President of Corporate Compliance, NYSE, dated August 28, 2003 ("Arrow Electronics Letter").

Comment Letters Relating to SR-NASD-2002-139, the Nasdaq Code of Conduct Proposal

1. Letter from Dorothy M. Donohue, Associate Counsel, Investment Company Institute, to Mr. Jonathan G. Katz, Secretary, Commission, dated July 30, 2003 ("ICI 2002-139 Letter").

2. Letter from Charlotte M. Bahin, Senior Vice President, Regulatory Affairs, America's Community Bankers, to Jonathan G. Katz, Secretary, Commission, dated July 31, 2003 ("ACB 2002-139 Letter").

Comment Letters Relating to SR-NASD-2002-138, the Nasdaq Issuer Applicability Proposal

1. Letter from Sullivan & Cromwell LLP, to Mr. Jonathan G. Katz, Secretary, Commission, dated July 31, 2003 ("S&C 2002-138 Letter").

[FR Doc. 03-28187 Filed 11-10-03; 8:45 am]

BILLING CODE 8010-01-P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-48746; File No. SR-PCX-2003-32]

Self-Regulatory Organizations; Notice of Filing of Proposed Rule Change by the Pacific Exchange, Inc. Relating to the Exchange's Rules Under the Minor Rule Plan

November 4, 2003.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 19b-4 thereunder,² notice is hereby given that on July 8, 2003, the Pacific Exchange, Inc. ("PCX" 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 the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The PCX is proposing to adopt new PCX Rules 10.13(h)(40)-(44) and 10.13(k)(i)(40)-(44) in order to incorporate five existing PCX rules into the Minor Rule Plan ("MRP") and Recommended Fine Schedule ("RFS"). The five PCX Rules include: (1) Failure to honor priority of bids and offers pursuant to PCX Rules 6.75 and 6.76; (2) failure to quote markets within the maximum quote spread differentials or failure to disseminate quotations accurately pursuant to PCX Rules

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.