

be merged with and into Conectiv.<sup>2</sup> This action will make all seven wholly owned direct subsidiaries of AEE<sup>3</sup> direct holdings of Conectiv, for an interim period.

The applicants state that the factors that warranted the formation of special purpose subsidiaries for investment in various cogeneration projects no longer exist. Therefore, during Phase One, Pedrick General, Inc., Vineland General, Inc. and Binghamton General, Inc. ("collectively, "General Partners"), all special purpose subsidiaries formed to act as general partners in Pedrick Cogeneration Limited, Inc., Vineland Cogeneration Limited, Inc. and Binghamton Cogeneration Limited, (collectively, "Cogen LLCs"), respectively. During Phase One, the General Partners, through a Short-form Merger, will be merged into their parent company, AGI, and the interest in the Cogen LLCs will be acquired by ATE.

During Phase One, CSI will be the surviving corporation following Short-form Mergers with Conectiv Solutions LLC, Altemp Energy Systems, Inc. and Power Consulting Group, Inc. Each of these companies has been authorized to provide energy-related services to retail consumers.<sup>4</sup> CSI will succeed to each of the authorities previously granted by the Commission to the predecessor companies in the Merger Order. CSI will also own four additional wholly owned subsidiaries: Conectiv Plumbing LLC, a company required under New Jersey law in connection with the heating, ventilation and air conditioning services provided by CSI; CTS; Conectiv Communications, Inc., an exempt telecommunications company; and Enerval.

During Phase One, CPI will become the holder of certain nonregulated investments that are passive in nature. However, for maximum flexibility,

<sup>2</sup>This merger will be a statutory short form merger ("Short-form Merger"). A Short-form Merger occurs when a parent corporation acquires all of the capital stock of a first tier subsidiary.

<sup>3</sup>AEE's direct subsidiaries are: ATE; AGI; Conectiv Thermal Systems, Inc. ("CTS") (formerly Atlantic Thermal Systems, Inc.), a company that provides thermal energy management services; CoastalComm, Inc. ("Coastal"); Atlantic Southern Properties, Inc. ("ASP"); Atlantic Energy Technology, Inc. ("AET") and Enerval, LLC ("Enerval"), a limited liability company that provides energy management services. CSI will acquire Enerval and CTS during Phase One.

Four of the six subsidiaries of CTS (Atlantic Jersey Thermal Systems, Inc., Atlantic Pacific Las Vegas LLC, Atlantic-Pacific Glendale LLC and Thermal Energy L.P.I) will be unaffected by the restructuring. Atlantic Paxton Cogeneration, Inc. has been dissolved and ATS Operating Services, Inc. may be merged with Thermal Energy L.P.I in Phase Two.

<sup>4</sup> See *Conectiv, Holding Company Act Release No. 26832* (Feb. 25, 1998).

Conectiv requests authorization to retain certain passive investments if retention by Conectiv is deemed more appropriate for tax or other reasons. CPI will be the surviving corporation following Short-form Mergers with Delmarva Services Company, a corporation formed to own and finance an office building that is leased to Delmarva and its associates, Christiana Capital Management, Inc., a corporation that owns an office building leased to Delmarva, Atlantic Energy International, Inc., a corporation formed to broker used utility equipment to foreign countries and AET, a corporation formed to research and develop energy technology.

During Phase One, CES will be the surviving corporation following the Short-form Merger with Petron Oil Corporation, an energy marketing company. CES will also acquire the capital stock of Delmarva Operating Services Company ("DOSC"), a company providing management services to independent production companies or exempt wholesale generators. The capital stock in DOSC will be transferred up to Conectiv by capital dividend and then contributed by Conectiv to CES in an exempt capital contribution. Depending on the results of a pending tax analysis, the transfer may be accomplished by (1) an asset for stock merger in which Delmarva Capital Investments, Inc. ("DCI"), owner of the DOSC securities would receive CES securities in exchange for the assets or securities of DOSC, or (2) a dividend by DCI to Conectiv of the shares of DOSC followed by a capital contribution of the shares to CES.

#### Phase Two

Phase Two will be completed as appropriate giving consideration to: (1) Electric deregulation at the state and federal level; (2) tax implications; and (3) other related issues. Upon completion of Phase Two, the number of active direct nonutility subsidiaries of Conectiv ("Direct Nonutilities") will be reduced from six to three (CSI, CES and CPI).

During Phase Two: (1) CSI will continue to focus on energy-related services and the marketing of energy to retail customers; (2) CES will continue to focus on energy supply and marketing to wholesale and industrial customers, and acquire AGI by Short-form Merger; and (3) CPI will continue to own certain nonutility investments which are more passive in nature, and acquire ASP and ATE by Short-form Mergers.

For the Commission, by the Division of Investment Management, under delegated authority.

**Margaret H. McFarland,**

*Deputy Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

### Issuer Delisting; Notice of Application to Withdraw From Listing and Registration; (Redwood Empire Bancorp, Common Stock, No Par Value) File No. 1-10868

November 16, 1998.

Redwood Empire Bancorp ("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 American Stock Exchange, Inc. ("Amex" or "Exchange").

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

The Company's Board of Directors approved a plan to switch from listing the Security on Amex to listing the Security on Nasdaq in order to provide the Company with greater visibility and the Company's stockholders with greater liquidity. The Company notified Amex of its intent to withdraw its Security from listing and registration on the Exchange and to apply to Nasdaq.

The Security has begun trading on the Nasdaq and the Company believes it is no longer necessary to continue trading on the Amex.

The Company has complied with Rule 18 of Amex by filing with the Exchange a certified copy of the resolution adopted by the Board of Directors authorizing the withdrawal of the Security and by providing Amex with the reasons for the proposed withdrawal.

The Exchange has informed the Company that Amex will not object to the Company's application to withdraw its Security from listing and registration on the Exchange. This application relates solely to the withdrawal from listing of the Company's Security from the Amex.

By reason of Section 12 of the Act and the rules and regulations of the Commission thereunder, the Company shall continue to be obligated to file

reports under the Act with the Commission.

Any interested person may, on or before December 8, 1998, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549, 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.

**Jonathan G. Katz,**  
Secretary.

[FR Doc. 98-31036 Filed 11-19-98; 8:45 am]

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## SECURITIES AND EXCHANGE COMMISSION

### Issuer Delisting; Notice of Application to Withdraw From Listing and Registration; (Zevex International, Inc., Common Stock, \$.001 Par Value) File No. 1-12965

November 16, 1998.

Zevex International, 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 American Stock Exchange, Inc. ("Amex" or "Exchange").

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

The Board of Directors of the Company unanimously approved a resolution on August 17, 1998, to withdraw the Company's Security from listing and registration on the Amex, because an application was being made to have the Security listed on Nasdaq. The Company began trading on Nasdaq on November 2, 1998.

The Company has complied with the rules of the Exchange by notifying the Amex of its intent to withdraw its Security from listing on the Exchange by letter dated September 22, 1998, and by

providing the Exchange a copy of the certified Board of Director's resolution.

On September 23, 1998, the Exchange informed the Company that Amex would not interpose any objection to the action nor require the Company to send common stockholders any statement with respect thereto.

Any interested person may, on or before December 8, 1998, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549, 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.

**Jonathan G. Katz,**  
Secretary.

[FR Doc. 98-31035 Filed 11-19-98; 8:45 am]

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## DEPARTMENT OF TRANSPORTATION

### Office of the Secretary

[Docket OST-98-3680]

### Application of Redemption, Inc. d/b/a Island Air Service for Issuance of New Certificate Authority

**AGENCY:** Department of Transportation.

**ACTION:** Notice of Order to Show Cause (Order 98-11-16).

**SUMMARY:** The Department of Transportation is directing all interested persons to show cause why it should not issue an order finding Redemption, Inc. d/b/a Island Air Service fit, willing, and able and awarding it a certificate of public convenience and necessity to engage in interstate scheduled air transportation of persons, property and mail.

**RESPONSES:** Objections and answers to objections should be filed in Docket OST-98-3680 and addressed to the Department of Transportation Dockets (SVC-124.1, Room PL-401), U.S. Department of Transportation, 400 Seventh Street, SW., Washington, DC 20590, and should be served on all persons listed in Attachment A to the order. Persons wishing to file objections

should do so no later than November 30, 1998.

**FOR FURTHER INFORMATION CONTACT:** Mr. James Lawyer, Air Carrier Fitness Division (X-56, Room 6401), U.S. Department of Transportation, 400 Seventh Street, SW., Washington, DC 20590, (202) 366-9721.

Dated: November 16, 1998.

**Patrick V. Murphy,**

*Deputy Assistant Secretary for Aviation and International Affairs.*

[FR Doc. 98-31028 Filed 11-19-98; 8:45 am]

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## DEPARTMENT OF TRANSPORTATION

### Federal Aviation Administration

### Aviation Rulemaking Advisory Committee Meeting on Air Carrier Operations

**AGENCY:** Federal Aviation Administration (FAA) DOT.

**ACTION:** Notice of meeting.

**SUMMARY:** The FAA is issuing this notice to advise the public of a meeting of the Federal Aviation Administration Aviation Rulemaking Advisory Committee to discuss air carrier operations issues.

**DATES:** The meeting will be held on December 15, 1998, at 1:00 p.m.

**ADDRESSES:** The meeting will be held at the Department of Transportation Building (Nassif Bldg.), Room 7332, 400 Seventh Street, SW., Washington, DC 20590.

**FOR FURTHER INFORMATION CONTACT:** Linda Williams, Office of Rulemaking, 800 Independence Avenue, SW., Washington, DC 20591, telephone (202) 267-9685.

**SUPPLEMENTARY INFORMATION:** Pursuant to section 10(a)(2) of the Federal Advisory Committee Act (Pub. L. 92-463, 5 U.S.C. App II), notice is hereby given of a meeting of the Aviation Rulemaking Advisory Committee to be held on December 15, 1998. The agenda for this meeting will include status reports on Fatigue Countermeasures Working Group, the Airplane Performance Working Group, and, possibly, a recommendation from the Reserve Duty/Rest Requirements Working Group. Attendance is open to the interested public but may be limited by the space available. The Members of the public must make arrangements in advance to present oral statements at the meeting or may present written statements to the committee at any time. Arrangements may be made by contacting the person listed under the