

## SECURITIES AND EXCHANGE COMMISSION

Self-Regulatory Organizations; Order Granting Application to Strike From Listing and Registration; The Pacific Exchange, Inc. (Mercury Air Group, Inc., Common Stock, \$.01 par value) File No. 1-07134

August 25, 2005

The Pacific Exchange, Inc. ("Exchange"), on behalf of its subsidiary, PCX Equities, Inc. ("PCXE"), has filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 12d2-2(c) thereunder,<sup>2</sup> to strike the common stock, \$.01 par value ("Security"), of Mercury Air Group, Inc. ("Company") from listing and registration on the Exchange.

PCXE Rule 5.5 states that, as a matter of policy, when a listed company fails to meet any of the listing maintenance requirements and has more than one class of securities listed, PCXE will give consideration to delisting all such classes. However, PCXE may continue the listing of one class of securities regardless of its decision to delist another class. The securities of a company will be subject to suspension and/or withdrawal from listing and registration as a listed issue if PCXE finds that a listed company fails to meet the maintenance requirements or fails to comply with the Exchange's listing policies or agreements.

In applying these policies, PCXE will consider delisting the common stock of a company designated under Tier II, if the following requirements of PCXE Rule 5.5(h) are not met:

(i) publicly held shares of at least 300,000 and a market value of at least \$500,000; (ii) 250 public beneficial holders; (iii) total net tangible assets of at least \$500,000, or net worth of at least \$2,000,000; and (iv) share bid price of at least \$1.00. As set forth in Rule 5.5(h), PCXE may waive such requirements upon consideration of market conditions, the issuer's

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<sup>1</sup> 15 U.S.C. 78l(d).

<sup>2</sup> 17 CFR 240.12d2-2(c).

capitalization, the number of outstanding and publicly held shares, and any other factors PCXE deems appropriate.

PCXE Rule 5.5(l)(1) provides that PCXE may consider suspending or delisting securities of a company when the company fails to comply with the Exchange's listing policies or agreements. PCXE stated in its application that the Security does not qualify for continued listing because the Company failed to comply with PCXE listing policies or agreements. This determination was based on the Company's non-compliance with PCXE requirements for the filing of its 2004 Annual Written Affirmation and Annual CEO Certification ("Certification") as required pursuant to PCXE Rules 5.3(k)(5)(D) and 5.3(m), respectively.

In reviewing the eligibility of the Security for continued listing, PCXE has complied with its delisting policies and procedures as follows. On July 7, 2005, the Exchange advised the Company by letter of its potential delisting from the Exchange due to the Company's non-compliance with PCXE's requirement for the filing of the Certification as noted above. The letter offered the Company an opportunity to submit to the Exchange by no later than July 25, 2005, either the Certification or any additional information for PCXE's July 28, 2005 review and briefly explained the initial delisting procedures.

By faxed letter dated July 28, 2005, PCXE formally advised the Company of PCXE's decision to delist the Security and offered the Company an opportunity to submit an appeal and request a hearing to present their case for continued listing within five business days from the date of receipt of such letter. Because the Company waived its right to a hearing by allowing time to elapse, the Exchange proceeded with the delisting and filed this application with the Commission for the removal of the Security from listing and registration on the Exchange.

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The Commission, having considered the facts stated in the application and having due regard for the public interest and protection of investors, orders that the application be, and it hereby is, granted, effective at the opening of business on August 26, 2005.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>3</sup>

Jonathan G. Katz  
Secretary

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<sup>3</sup> 17 CFR 200.30-3(a)(1).