

## SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Notice of Application of MDU Resources Group, Inc. to Withdraw its Common Stock, \$1.00 par value, and the preference share purchase rights appurtenant thereto, from Listing and Registration on the Pacific Exchange, Inc. File No. 1-03480

February 24, 2006

On February 14, 2006, MDU Resources Group, Inc., a Delaware corporation ("Issuer"), 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(d) thereunder,<sup>2</sup> to withdraw its common stock, \$1.00 par value, and the preference share purchase rights appurtenant thereto (collectively "Securities"), from listing and registration on the Pacific Exchange, Inc. ("PCX").

The Board of Directors ("Board") of the Issuer adopted resolutions on November 17, 2005 to withdraw the Securities from listing and registration on PCX. The Issuer stated that it believes the benefits of having the Securities listed and registered on PCX are outweighed by the added administrative burdens and expenses, and that specifically: (1) the Issuer needs to reduce costs, as well as administrative time and expense associated with having the Securities listed on multiple exchanges; (2) the principal listing for the Securities is the New York Stock Exchange, Inc. ("NYSE") and the Securities will continue to list on NYSE; (3) management has been required to focus on the listing and maintenance rules, as well as ongoing amendments to the rules and regulations of both exchanges; and (4) by withdrawing the Securities from PCX, the Issuer will be able to lessen the administrative burden and reduce the related expenses.

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

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

The Issuer stated in its application that it has complied with applicable rules of PCX by providing PCX with the required documents governing the withdrawal of securities from listing and registration on PCX.

The Issuer's application relates solely to the withdrawal of the Securities from listing on PCX and shall not affect their continued listing on NYSE or their obligation to be registered under Section 12(b) of the Act.<sup>3</sup>

Any interested person may, on or before March 22, 2006, comment on the facts bearing upon whether the application has been made in accordance with the rules of PCX, and what terms, if any, should be imposed by the Commission for the protection of investors. All comment letters may be submitted by either of the following methods:

Electronic comments:

- Send an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include the File Number 1-03480
- or;

Paper comments:

- Send paper comments in triplicate to Nancy M. Morris, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number 1-03480. This file number should be included on the subject line if e-mail is used. To help us process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/delist.shtml>). Comments are also available for public inspection and copying in the Commission's Public Reference Room. All

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<sup>3</sup> 15 U.S.C. 781(b).

comments received will be posted without change; we do not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

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.<sup>4</sup>

Nancy M. Morris  
Secretary

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<sup>4</sup> 17 CFR 200.30-3(a)(1).