

connection with the investment by the Fund of Funds in the Other Group Fund made at the direction of the Subadviser. In the event that the Subadviser waives fees, the benefit of the waiver will be passed through to the Fund of Funds.

11. With respect to Registered Separate Accounts that invest in a Fund of Funds, no sales load will be charged at the Fund of Funds level or at the Underlying Fund level. Other sales charges and services fees, as defined in Rule 2830, if any, will only be charged at the Fund of Funds level or at the Underlying Fund level, but not both. With respect to other investments in a Fund of Funds, any sales charges and/or service fees will not exceed the limits applicable to a fund of funds as set forth in Rule 2830.

12. No Underlying Fund will acquire securities of any investment company or company relying on section 3(c)(1) or 3(c)(7) of the Act in excess of the limits contained in section 12(d)(1)(A) of the Act except to the extent the Underlying Fund (a) receives securities of another investment company as a dividend or as a result of a plan of reorganization of a company (other than a plan devised for the purpose of evading section 12(d)(1) of the Act); or (b) acquires (or is deemed to have acquired) securities of another investment company pursuant to exemptive relief from the Commission permitting the Underlying Fund to (i) acquire securities of one or more affiliated investment companies for short-term cash management purposes; or (ii) engage in interfund borrowing or lending transactions.

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

Nancy M. Morris,
Secretary.

[FR Doc. E6-17619 Filed 10-20-06; 8:45 am]
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SECURITIES AND EXCHANGE COMMISSION

Sunshine Act Meeting

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 meeting during the week of October 23, 2006:

A Closed Meeting will be held on Thursday, October 26, 2006 at 10 a.m.

Commissioners, Counsels 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), (8), (9)(B) and (10) and 17 CFR 200.402(a) (3), (5), (7), (8), (9)(ii), and (10) permit consideration of the scheduled matters at the Closed Meeting.

Commissioner Nazareth, as duty officer, voted to consider the items listed for the closed meeting in closed session.

The subject matters of the Closed Meeting scheduled for Thursday, October 26, 2006 will be: Formal orders of investigation; Institution and settlement of injunctive actions; Institution and settlement of administrative proceedings of an enforcement nature; Other matters relating to enforcement proceeding; Collection matter; Regulatory matter regarding a financial institution; and Adjudicatory matters.

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) 551-5400.

Dated: October 19, 2006.

J. Lynn Taylor,

Assistant Secretary.

[FR Doc. 06-8861 Filed 10-19-06; 3:59 pm]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-54612, File No. SR-MSRB-2006-07]

Self-Regulatory Organizations; Municipal Securities Rulemaking Board; Order Approving Proposed Rule Change to MSRB Rule G-14 RTRS Procedures Relating to "List Offering Price" and "Takedown" Transactions

October 17, 2006.

On August 15, 2006, the Municipal Securities Rulemaking Board ("MSRB" or "Board"), filed with the Securities and Exchange Commission ("SEC" or "Commission"), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),¹ and Rule 19b-4

thereunder,² a proposed rule change to Rule G-14 RTRS Procedures under Rule G-14, Reports of Sales or Purchases, to expand the usage of "list offering price" transactions to include certain inter-dealer "takedown" transactions and to require the reporting of these transactions as "list offering price" transactions on the first day of trading of a new issue. The MSRB proposed an effective date for the proposed rule change of January 8, 2007. The proposed rule change was published for comment in the **Federal Register** on September 14, 2006.³ The Commission received no comment letters regarding the proposal.

The proposed rule change retains the end of the day exception from the normal fifteen minute reporting deadline for the expanded category of "List Offering Price/Takedown" transactions. The MSRB believes that the proposed rule change recognizes the similarities between List Offering Price and Takedown transactions and the dissimilarities between these transactions and secondary market transactions in a new issue, and further believes that transparency reports on the first day of trading for a new issue would be more useful if List Offering Price and Takedown transactions were identified with a special condition indicator.

The Commission finds that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to the MSRB⁴ and, in particular, the requirements of Section 15B(b)(2)(C) of the Act⁵ and the rules and regulations thereunder. Section 15B(b)(2)(C) of the Act requires, among other things, that the MSRB's rules be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in municipal securities, to remove impediments to and perfect the mechanism of a free and open market in municipal securities, and, in general, to protect investors and the public interest.⁶ In particular, the Commission finds that the proposed rule change will allow the municipal

² 17 CFR 240.19b-4.

³ See Securities Exchange Act Release No. 54416 (September 8, 2006), 71 FR 54323 (September 14, 2006).

⁴ In approving this rule the Commission notes that it has considered the proposed rule's impact on efficiency, competition and capital formation. 15 U.S.C. 78c(f).

⁵ 15 U.S.C. 78o-4(b)(2)(C).

⁶ *Id.*

¹ 15 U.S.C. 78s(b)(1).

securities industry to produce more accurate trade reporting and transparency and will enhance surveillance data used by enforcement agencies. The proposal will be effective on January 8, 2007, as requested by the MSRB.

It is therefore ordered, pursuant to Section 19(b)(2) of the Act,⁷ that the proposed rule change (SR-MSRB-2006-07) be, and hereby is, approved.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁸

Nancy M. Morris,
Secretary.

[FR Doc. E6-17668 Filed 10-20-06; 8:45 am]

BILLING CODE 8011-01-P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-54610; File No. SR-NYSE-2006-84]

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to the Pilot To Put Into Operation Certain Rule Changes Pending Before the Securities and Exchange Commission to Coincide With the Exchange's Implementation of Phase 3 of the NYSE HYBRID MARKETSM

October 16, 2006.

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 October 13, 2006, the New York Stock Exchange LLC ("NYSE" or "Exchange") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I and II below, which Items have been prepared by the Exchange. NYSE filed the proposed rule change pursuant to Section 19(b)(3)(A) of the Act³ and Rule 19b-4(f)(6) thereunder,⁴ which renders the proposed rule change effective upon filing with the Commission. 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

NYSE proposes to make a technical amendment to Rule 104.10(6)(P3) which was part of the pilot ("Pilot")⁵ to put into operation certain rule changes pending before the Commission to coincide with the Exchange's implementation of Phase 3 of the NYSE HYBRID MARKETSM ("Hybrid Market").⁶ The Exchange further proposes to add a security to those operating under the Pilot that are identified in Exhibit 3 of the Pilot filing. The text of the proposed rule change is available on the Exchange's Web site (www.nyse.com), at the Exchange's Office of the Secretary, and at the Commission's Public Reference Room.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The self-regulatory organization has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

On October 5, 2006, the Exchange proposed a Pilot to, among other things, make operative certain proposed modifications to Exchange Rules that are the subject of pending rule filings⁷ before the Commission to coincide with the Exchange's implementation of Phase 3 of the Hybrid Market. The Pilot commenced following Commission

⁵ See Securities Exchange Act Release No. 54578 (October 5, 2006), 71 FR 60216 (October 12, 2006).

⁶ See Securities Exchange Act Release No. 53539 (March 22, 2006), 71 FR 16353 (March 31, 2006).

⁷ See Securities Exchange Act Release Nos. 54504 (September 26, 2006), 71 FR 57011 (September 28, 2006) (proposing to amend the specialist stabilization requirements set forth in Exchange Rule 104.10) ("Stabilization Filing"); 54520 (September 27, 2006), 71 FR 57590 (September 29, 2006) (proposing to amend several Exchange Rules to clarify certain definitions and systemic processes) ("Omnibus Filing"); and SR-NYSE-2006-73 (filed on September 13, 2006) (proposing to amend Exchange Rule 127 which governs the execution of a block cross transaction at a price outside the prevailing NYSE quotation) ("Block Cross Filing").

approval, on October 5, 2006 and is scheduled to terminate at the close of business on October 31, 2006.

Through this filing the Exchange seeks to make a technical amendment to Rule 104.10(6)(P3). Specifically, pursuant to the Pilot, in order to eliminate possible confusion as to which Exchange Rules or sections apply to the securities operating pursuant to the Pilot ("Pilot securities"),⁸ the Exchange identified the rules operational during the Pilot with a "P3." A typographical error identified subparagraph (iv) under Exchange Rule 104.10(6)(P3) with a "P4." As a result, that subparagraph currently appears as follows:

(iv)(P4) Re-entry Obligations for Conditional Transactions:

The Exchange seeks to delete the number "4" after the letter "P" and replace it with the number "3" in order accurately reflect that subparagraph's inclusion in the Pilot.

The Exchange further seeks to add a security to the Pilot securities. The Exchange identified the specific securities included in the Pilot securities in the form of an Exhibit 3 to the Pilot filing. Included in the Pilot securities was Agilent Technologies, Inc. which is traded on the Exchange under the stock symbol "A." On or about October 16, 2006, Agilent will distribute the results of a spin-off. Anyone who purchases the stock after the distribution date would not be entitled to the distribution. Accordingly, on Monday, October 16, 2006, Agilent stock in an "ex-distribution" form will begin trading on the Exchange under the stock symbol "A.WD." A.WD will trade at the same post and panel as Agilent. Given the relationship between Agilent and A.WD stock, the Exchange requests to have A.WD included in the Pilot securities.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act⁹ in general, and furthers the objectives of Section 6(b)(5) of the Act¹⁰ in particular, in that it is designed to promote just and equitable principles of trade, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. The Exchange believes that the proposed rule change is also designed to support the principles of

⁸ Phase 3 Pilot Securities are also posted on the Exchange's Web site.

⁹ 15 U.S.C. 78f(b).

¹⁰ 15 U.S.C. 78f(b)(5).

⁷ 15 U.S.C. 78s(b)(2).

⁸ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A).

⁴ 17 CFR 240.19b-4(f)(6).