

modified by the order to permit Aggregate Fee Disclosure.

4. FRIMCo will not enter into a Portfolio Management Agreement with any Affiliated Money Manager without that agreement, including the compensation to be paid thereunder, being approved by Fund shareholders.

5. The Board of each Fund will satisfy the fund governance standards as defined in rule 0-1(a)(7) under the Act by the compliance date for the rule ("Compliance Date"). Prior to the Compliance Date, a majority of the Board will be Independent Directors, and the nomination of new or additional Independent Directors will be at the discretion of the then existing Independent Directors.

6. When a Money Manager change is proposed for a Fund with an Affiliated Money Manager, the Board, including a majority of the Independent Directors, will make a separate finding, reflected in the applicable Board minutes, that such change is in the best interests of the Fund and its shareholders and does not involve a conflict of interest from which FRIMCo or the Affiliated Money Manager derives an inappropriate advantage.

7. Independent legal counsel, as defined in rule 0-1(a)(6) under the Act, will be engaged to represent the Independent Directors. The selection of such counsel will be within the discretion of the then existing Independent Directors.

8. FRIMCo will provide the Board, no less frequently than quarterly, with information about the profitability of FRIMCo on a per-Fund basis. The information will reflect the impact on profitability of the hiring or termination of any Money Manager during the applicable quarter.

9. Whenever a Money Manager is hired or terminated, FRIMCo will provide the Board with information showing the expected impact on the profitability of FRIMCo.

10. FRIMCo will provide general investment management services to each Fund, including overall supervisory responsibility for the general management and investment of the Fund's assets, and, subject to review and approval of the Board, will: (i) Set each Fund's overall investment strategies, (ii) evaluate, select and recommend Money Managers to manage all or a part of a Fund's assets, (iii) when appropriate, allocate and reallocate a Fund's assets among multiple Money Managers, (iv) monitor and evaluate the performance of Money Managers, and (v) implement procedures reasonably designed to ensure that the Money Managers comply with each Fund's

investment objective, policies and restrictions.

11. No director or officer of a Fund, or director or officer of FRIMCo, will own directly or indirectly (other than through a pooled investment vehicle that is not controlled by such person) any interest in a Money Manager, except for (a) ownership of interests in FRIMCo or any entity that controls, is controlled by, or is under common control with FRIMCo, or (b) ownership of less than 1% of the outstanding securities of any class of equity or debt of a publicly traded company that is either a Money Manager or an entity that controls, is controlled by or is under common control with a Money Manager.

12. Each Fund will disclose in its registration statement the Aggregate Fee Disclosure.

13. The requested order will expire on the effective date of rule 15a-5 under the Act, if adopted.

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

Jonathan G. Katz,
Secretary.

[FR Doc. 05-22332 Filed 11-8-05; 8:45 am]

BILLING CODE 8010-01-P

SECURITIES AND EXCHANGE COMMISSION

[File No. 500-1]

In the Matter of Cameron International, Inc.; Order of Suspension of Trading

November 7, 2005.

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning a recent tender offer or other possible change in ownership of Cameron International, Inc. ("Cameron"), quoted on the Over the Counter Bulletin Board under the ticker symbol CMRN. Also, questions have arisen regarding a recent increase in the share price from \$.05 to \$90 during a period when no material information about the company was made public.

The Commission is of the opinion that the public interest and the protection of investors require a suspension of trading in the securities of the above listed company.

Therefore, it is ordered, pursuant to Section 12(k) of the Securities Exchange Act of 1934, that trading in the above-listed company is suspended for the period from 9:30 a.m. e.s.t. November 7, 2005, through 11:59 p.m. e.s.t., on November 21, 2005.

By the Commission.

Jill M. Peterson,

Assistant Secretary.

[FR Doc. 05-22450 Filed 11-7-05; 11:57 am]

BILLING CODE 8010-01-P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-52724; File No. SR-CHX-2005-26]

Self-Regulatory Organizations; Chicago Stock Exchange, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Permit Execution of Mixed Lot Cross and Cross With Size Orders in the Electronic Book

November 2, 2005.

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 11, 2005, the Chicago Stock Exchange, Incorporated ("CHX" 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. The Exchange has designated the proposed rule change as constituting a "non-controversial" rule change pursuant to section 19(b)(3)(A)(iii) of the Act,³ and Rule 19b-4(f)(6) thereunder,⁴ which renders the proposal effective upon filing with the Commission.⁵ 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 CHX proposes to amend CHX Article XXA, Rule 2, to permit the execution of mixed lot cross and cross with size orders in the electronic book. The text of the proposed rule change is set forth below. Proposed new language is italicized; proposed deletions are in [brackets].

* * * * *

ARTICLE XXA

Operation of the Electronic Book

* * * * *

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(iii).

⁴ 17 CFR 240.19b-4(f)(6).

⁵ The Exchange has requested that the Commission waive the 30-day operative delay, as specified in Rule 19b-4(f)(6)(iii). 17 CFR 240.19b-4(f)(6)(iii).

Eligible Orders

RULE 2. (a) *Except for cross and cross with size orders, which may be sent to the electronic book in mixed lot increments, a[A]ll orders sent to the electronic book must be round-lot limit orders, specifically designated in the manner specified by the Exchange to confirm that they are eligible for trading in the electronic book.*

* * * * *

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 CHX included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received regarding the proposal. The text of these statements may be examined at the places specified in Item IV below. The CHX 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

The Exchange recently implemented a fully-automated electronic book for the display and execution of orders in securities that are not assigned to a specialist.⁶ These new rules replace the Exchange's manual cabinet and lead market maker trading procedures with a new fully automated electronic book that displays and matches eligible limit orders in eligible securities, without the participation of a specialist or lead market maker.

The electronic book was originally designed to accept only round lot orders. The Exchange now believes that it would be appropriate to allow CHX participants to submit mixed lot cross and cross with size orders for immediate execution in the electronic book. "Cross" and "cross with size" orders permit the handling of orders to buy and sell the same security—within the electronic book, these orders are automatically executed if they meet the requirements for these types of orders, but are immediately cancelled if they do

not meet applicable requirements.⁷ The Exchange believes that some of its participants would welcome the opportunity to submit mixed lot cross and cross with size orders to the electronic book. The Exchange believes that this relatively minor change to Exchange systems will permit its participants to execute additional transactions in this automated trading facility, but will not have any impact on the protection of investors or the public interest.

2. Statutory Basis

The CHX believes the proposal is consistent with the requirements of the Act and the rules and regulations thereunder that are applicable to a national securities exchange, and, in particular, with the requirements of section 6(b).⁸ The CHX believes the proposal is consistent with section 6(b)(5) of the Act⁹ 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.

B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received From Members, Participants, or Others

No written comments were either solicited or received.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Because the proposed rule change: (i) Does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) does not become operative for 30 days (or such shorter time as the

Commission may designate if consistent with the protection of investors and the public interest) after the date of the filing, the proposed rule change has become effective pursuant to section 19(b)(3)(A) of the Act¹⁰ and Rule 19b-4(f)(6) thereunder.¹¹ At any time within 60 days of the filing of such proposed rule change, the Commission may summarily abrogate such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. As required under Rule 19b-4(f)(6)(iii) under the Act,¹² the Exchange provided with the Commission with written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of the proposed rule change.

A proposed rule change filed under Rule 19b-4(f)(6) normally does not become operative for 30 days after the date of filing.¹³ However, Rule 19b-4(f)(6)(iii) permits the Commission to designate a shorter time if such action is consistent with the protection of investors and the public interest. The Exchange has asked the Commission to waive the 30-day operative delay and allow the proposed rule change to become operative immediately. The Commission believes that waiving the 30-day operative delay is consistent with the protection of investors and the public interest. Waiver of the 30-day operative delay will allow Exchange participants to make immediate use of the electronic book functionality for their mixed lot cross and cross with size orders, which may permit Exchange participants to access potentially larger pools of liquidity located in the electronic book. For the reasons stated above, the Commission finds good cause to designate that the proposal is operative immediately.¹⁴

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

¹⁰ 15 U.S.C. 78s(b)(3)(A).

¹¹ 17 CFR 240.19b-4(f)(6).

¹² 17 CFR 240.19b-4(f)(6)(iii).

¹³ *Id.*

¹⁴ For purposes only of waiving the 30-day operative delay, the Commission has considered the proposed rule's impact on efficiency, competition, and capital formation. 15 U.S.C. 78c(f).

⁶ See Securities Exchange Act Release No. 52094 (July 21, 2005), 70 FR 43913 (July 29, 2005). The Exchange has rolled out this technology for the trading of Nasdaq/NM securities and anticipates implementing its use for the trading of listed securities within the next two weeks. Telephone call between Ellen Neely, President, CHX and Sara Gillis, Attorney, Division of Market Regulation, Commission on October 27, 2005.

⁷ A "cross" order is an order to buy and sell the same security at a specific price that is better than the best bid and offer displayed in the electronic book and, for listed securities, equal to or better than the NBBO. A "cross with size" order is an order to buy and sell at least 25,000 shares of the same security (a) at a price equal to or better than the best bid or offer displayed in the electronic book and, for listed securities, equal to or better than the NBBO; (b) where the size of the order is larger than the aggregate size of all interest displayed in the electronic book at that price; and (c) where neither side of the order is for the account of the CHX participant sending the order to the electronic book. See CHX Rules, Article XXA, Rule 2(c) (3) and (4).

⁸ 15 U.S.C. 78f(b).

⁹ 15 U.S.C. 78f(b)(5).

Electronic Comments

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-CHX-2005-26 on the subject line.

Paper Comments

- Send paper comments in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-9303.

All submissions should refer to File No. SR-CHX-2005-26. This file number should be included on the subject line if e-mail is used. To help the Commission 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/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Room. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File No. SR-CHX-2005-26 and should be submitted on or before November 30, 2005.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.¹⁵

Jonathan G. Katz,

Secretary.

[FR Doc. 05-22334 Filed 11-8-05; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-52722; File No. SR-NASD-2005-124]

**Self-Regulatory Organizations;
National Association of Securities
Dealers, Inc.; Notice of Filing and
Immediate Effectiveness of Proposed
Rule Change to Repeal NASD Rule
6440(f)**

November 2, 2005.

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 24, 2005, the National Association of Securities Dealers, Inc. ("NASD") 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 NASD. NASD filed this proposal as a "non-controversial" rule change pursuant to section 19(b)(3)(A)(i)³ of the Act, and Rule 19b-4(f)(6)⁴ thereunder, which renders the proposal effective upon filing with the Commission.⁵ 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**

NASD is proposing to repeal NASD Rule 6440(f) in light of proposed rule changes that have recently been approved by the Commission expanding market order protection and limit order protection to exchange-listed securities.⁶ NASD proposes to make the proposed rule change operative on January 9, 2006. Below is the text of the proposed rule change. Proposed deletions are in brackets.

* * * * *

6440. Trading Practices

(a) through (e) No change.

[(f)(1) No member shall:]

[(A) personally buy or initiate the purchase of an eligible security for its

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(i).

⁴ 17 CFR 240.19b-4(f)(6).

⁵ Rule 19b-4(f)(6) allows for a proposed rule change to take effect upon filing with the Commission provided that the self-regulatory organization has given the Commission written notice of its intent to file the proposed rule change, at least five business days prior to the date of filing of the proposed rule change. NASD complied with this pre-filing requirement. See e-mail from Stephanie Dumont, NASD to Katherine A. England, Assistant Director, Division of Market Regulation, dated October 11, 2005.

⁶ See footnotes 8 and 9, *infra*.

own account or for any account in which it or any person associated with it is directly or indirectly interested, while such member holds or has knowledge that any person associated with it holds an unexecuted market order to buy such security in the unit of trading for a customer; or]

[(B) sell or initiate the sale of any such security for any such account, while it personally holds or has knowledge that any person associated with it holds an unexecuted market order to sell such security in the unit of trading for a customer.]

[(2) No member shall:]

[(A) buy or initiate the purchase of any such security for any such account, at or below the price at which it personally holds or has knowledge that any person associated with it holds an unexecuted limited price order to buy such security in the unit of trading for a customer; or]

[(B) sell or initiate the sale of any such security for any such account at or above the price at which it personally holds or has knowledge that any person associated with it holds an unexecuted limited price order to sell such security in the unit of trading for a customer.]

[(3) The provisions of this paragraph shall not apply:]

[(A) to any purchase or sale of any such security in an amount less than the unit of trading made by a member to offset odd-lot orders for customers,]

[(B) to any purchase or sale of any such security upon terms for delivery other than those specified in such unexecuted market or limited price order,]

[(C) to any unexecuted order that is subject to a condition that has not been satisfied.]

[(D) to any purchase or sale for which a member has negotiated specific terms and conditions applicable to the acceptance of limit orders that are:]

[(i) for customer accounts that meet the definition of an "institutional account" as that term is defined in Rule 3110(c)(4); or]

[(ii) for 10,000 shares or more, unless such orders are less than \$100,000 in value.]

(g) through (j) redesignated as (f) through (i).

* * * * *

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

In its filing with the Commission, NASD included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposed

¹⁵ 17 CFR 200.30-3(a)(12).