

Services to individual members of the Jerome Family.¹

4. Applicant states that only 16 percent of the total estimated hours worked by all of its employees are spent providing Advisory Services to Advisory Clients. Applicant also provides non-advisory services to members of the Jerome Family, Jerome Family Entities, and other controlled Jerome Family businesses. Applicant's non-advisory services include: direct management of real estate parcels owned by the Jerome Family's real estate limited partnerships; direct management of auto dealerships owned by the Jerome Family and two key employees; tax planning; trust administration; cash flow planning; estate planning; coordination of banking and other financial accounts; and miscellaneous bookkeeping and administrative services.

5. Applicant represents that the fees received for Advisory Services are not designed to generate a profit.

6. Applicant is owned exclusively by members of the Jerome Family, and its Board of Directors is composed exclusively of members of the Jerome Family.

7. Applicant represents that it will not hold itself out to the public as an investment adviser. Applicant represents that it is not listed in any phone book or any other directory as an investment adviser. Applicant further represents that it does not engage in advertising or marketing activities, and that it will not solicit or accept as an advisory client any person who is not a member of the Jerome Family or a Jerome Family Entity.

Applicant's Legal Analysis

1. Section 202(a)(11) of the Advisers Act defines the term "investment adviser" to mean "any person who, for compensation, engages in the business of advising others, either directly or through publications or writings, as to the value of securities or as to the advisability of investing in, purchasing, or selling securities, or who, for compensation and as part of a regular business, issues or promulgates analyses or reports concerning securities * * *." Section 202(a)(11)(F) of the Advisers Act authorizes the SEC to exclude from the definition of "investment adviser"

¹ Applicant states that each of the family investment partnerships that is a Jerome Family Entity is and will be owned by not more than 100 persons, will not make a public offering of its securities, and will come within the exception to the definition of "investment company" provided in section 3(c)(1) of the Investment Company Act of 1940.

persons not within the intent of section 202(a)(11).

2. Section 203(b) of the Advisers Act provides exemptions from registration under section 203(a). Applicant represents that it does not qualify for any of the exemptions from registration provided by section 203(b) and that it is not prohibited from registering with the SEC under section 203A.

3. Applicant requests that the SEC issue an order pursuant to section 202(a)(11)(F) declaring it, and its employees acting within the scope of their employment, to be persons not within the intent of section 202(a)(11).

4. Applicant asserts that there is no public interest in requiring Applicant to be registered under the Advisers Act because there is substantial overlap between the persons who control Applicant and the persons who receive Advisory Services from Applicant and because there are no members of the general public who will be receiving Advisory Services and whose interests need protection. Applicant states that it is a private organization that was formed to provide "family office" services for clients, consisting exclusively of members of the Jerome Family and Jerome Family controlled entities. Applicant further states that all of its outstanding stock is owned by members of the Jerome Family and that its Board of Directors consists of five persons who are members of the Jerome Family. Applicant also states that: it does not hold itself out to the public as an investment adviser; does not engage in any advertising; will not offer or provide Advisory Services to persons other than Advisory Clients, all of whom are either members of the Jerome Family or Jerome Family Entities; and its services as a "family office" will remain its exclusive function.

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

Jonathan G. Katz,

Secretary.

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SECURITIES AND EXCHANGE COMMISSION

Sunshine Act Meeting

FEDERAL REGISTER CITATION OF PREVIOUS ANNOUNCEMENT: [70 FR 72318, December 2, 2005].

STATUS: Closed meeting.

PLACE: 100 F Street, NE., Washington, DC.

ANNOUNCEMENT OF ADDITIONAL MEETING: Additional meeting.

An additional closed meeting has been scheduled for Tuesday, December 13, 2005 at 11:45 a.m.

Commissioners and certain staff members who have an interest in the matter will attend the closed meeting.

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)(5), (7), (9)(B) and (10) and 17 CFR 200.402(a)(5), (7), 9(ii) and (10) permit consideration of the scheduled matter at the closed meeting.

Commissioner Campos, as duty officer, voted to consider the item listed for the closed meeting in closed session and that no earlier notice thereof was possible.

The subject matter of the closed meeting scheduled for Tuesday, December 13, 2005 will be: Institution and settlement of injunctive actions.

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: December 12, 2005.

Jonathan G. Katz,

Secretary.

[FR Doc. 05-24134 Filed 12-13-05; 11:09 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-52912; File No. SR-Amex-2005-120]

Self-Regulatory Organizations; American Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change and Amendment No. 1 Thereto Relating to Revisions to the Series 4 Examination Program

December 7, 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 November 21, 2005, the American Stock Exchange LLC ("Amex" or "Exchange") filed with the Securities and Exchange Commission ("SEC" or "Commission") the proposed rule change as described in Items I, II, and III below, which Items have been prepared by Amex. On November 23, 2005, Amex filed

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

Amendment No. 1 to the proposed rule change. Amex has designated the proposed rule change as constituting a stated policy, practice, or interpretation with respect to the meaning, administration, or enforcement of an existing rule of the self-regulatory organization pursuant to Section 19(b)(3)(A)(i) of the Act³ and Rule 19b-4(f)(1) thereunder,⁴ which renders the proposal effective upon filing with the Commission. The Commission is publishing this notice to solicit comments on the proposed rule change, as amended, from interested persons.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

Amex is filing revisions to the study outline and selection specifications for the Limited Principal—Registered Options (Series 4) examination program ("Series 4 Examination"). The proposed revisions update the material to reflect changes to the laws, rules, and regulations covered by the Series 4 Examination, as well as modify the content of the Series 4 Examination to track more closely the functional workflow of a Series 4 limited principal. The revisions that Amex is submitting with this filing supersede all prior revisions to the Series 4 Examination submitted by Amex.

The revised study outline is available on the National Association of Securities Dealers, Inc.'s ("NASD") Web site (<http://www.nasd.com>), at Amex, and at the Commission. However, Amex has omitted the Series 4 Examination selection specifications from this filing and has submitted the specifications under separate cover to the Commission with a request for confidential treatment pursuant to Rule 24b-2 under the Act.⁵

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

In its filing with the Commission, Amex 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. Amex 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

Amex Rule 920 states that a member organization shall not transact any business with the public in option contracts unless those persons engaged in the management of the member organization's business pertaining to option contracts are registered with and approved by the Exchange as Options Principals. Additionally, no individual member shall transact any business directly with the public in option contracts unless he is registered with and approved by the Exchange as an Options Principal. The Series 4 Examination tests a candidate's knowledge of options trading generally, the Amex rules applicable to the trading of option contracts, and the rules of registered clearing agencies for options. The Series 4 Examination covers, among other things, equity options, foreign currency options, index options, and options on government and mortgage-backed securities.

The Series 4 Examination is shared by Amex and the following SROs: The NASD, the Chicago Board Options Exchange, Inc., the New York Stock Exchange, Inc., the Pacific Exchange, Inc., and the Philadelphia Stock Exchange, Inc.

A committee of industry representatives, together with the staff of Amex and the SROs, recently undertook a periodic review of the Series 4 Examination. As a result of this review and as part of an ongoing effort to align the examination more closely to the supervisory duties of a Series 4 limited principal, Amex is proposing to modify the content of the Series 4 Examination to track the functional workflow of a Series 4 limited principal. More specifically, Amex is proposing to revise the main section headings and the number of questions on each section of the Series 4 Examination study outline as follows: Options Investment Strategies, decreased from 35 to 34 questions; Supervision of Sales Activities and Trading Practices, increased from 71 to 75 questions; and Supervision of Employees, Business Conduct, and Recordkeeping and Reporting Requirements, decreased from 19 to 16 questions. Amex is further proposing revisions to the Series 4 Examination study outline to reflect the SEC short sale requirements. The revised Series 4 Examination continues to cover the areas of knowledge required to supervise options activities.

Amex is proposing these changes to the entire content of the Series 4 Examination, including the selection specifications and question bank. The number of questions on the Series 4 Examination will remain at 125, and candidates will continue to have three hours to complete the exam. Also, each question will continue to count one point, and each candidate must correctly answer 70 percent of the questions to receive a passing grade.

On April 8, 2005, Amex filed with the Commission for immediate effectiveness similar revisions to the Series 4 Examination.⁶ NASD originally had proposed to implement the revised Series 4 Examination by April 29, 2005.⁷ However, due to administrative issues, NASD delayed the implementation date of the revisions until no later than November 30, 2005 and Amex filed with the Commission for immediate effectiveness a proposed rule change delaying the implementation date until such time.⁸ In the interim, the SROs that share the Series 4 Examination recommended additional revisions to the Series 4 Examination. These additional revisions are reflected in the examination material that Amex is submitting with this filing. As noted below, NASD has filed with the Commission similar proposed rule change reflecting the revisions to the Series 4 Examination⁹ and Amex understands that the other SROs will file similar proposed rule changes.

2. Statutory Basis

Amex believes that the proposed rule change is consistent with Section 6 of the Act¹⁰ in general and further the objectives of Section 6(c)(3)¹¹ which authorizes Amex to prescribe standards of training, experience and competence for persons associated with Amex members.

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

The proposed rule change, as amended, does not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

⁶ See Securities Exchange Act Release No. 51689 (May 12, 2005), 70 FR 28965 (May 19, 2005) (SR-Amex-2005-039).

⁷ See Securities Exchange Act Release No. 51216 (February 16, 2005), 70 FR 8866 (February 23, 2005) (SR-NASD-2005-025).

⁸ See Securities Exchange Act Release No. 51690 (May 12, 2005), 70 FR 28967 (May 19, 2005) (SR-Amex-2005-045).

⁹ See Securities Exchange Act Release No. 52546 (September 30, 2005), 70 FR 59109 (October 11, 2005) (SR-NASD-2005-109).

¹⁰ 15 U.S.C. 78f.

¹¹ 15 U.S.C. 78f(c)(3).

³ 15 U.S.C. 78s(b)(3)(A)(i).

⁴ 17 CFR 240.19b-4(f)(1).

⁵ 17 CFR 240.24b-2.

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

No written comments were solicited or received with respect to the proposed rule change.

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

The proposed rule change, as amended, has become effective pursuant to Section 19(b)(3)(A)(i) of the Act¹² and Rule 19b-4(f)(1) thereunder,¹³ in that the proposed rule change constitutes a stated policy, practice, or interpretation with respect to the meaning, administration, or enforcement of an existing rule of Amex. While the Series 4 Examination is co-owned by certain SROs, the NASD administers the Series 4 Examination. Amex will announce the implementation date in a *Notice to Members* to be published no later than 60 days after SEC Notice of this filing.

At any time within 60 days of the filing of the 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.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, as amended, is consistent with the Act. Comments may be submitted by any of the following methods:

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-Amex-2005-120 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 Number SR-Amex-2005-120. 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 such filing also will be available for inspection and copying at the principal office of the Amex. 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 Number SR-Amex-2005-120 and should be submitted on or before January 5, 2006.

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

Jonathan G. Katz,
Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-52917; File No. SR-Amex-2005-121]

Self-Regulatory Organizations; American Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change and Amendment No. 1 Thereto Relating to Revisions to the Series 9/10 Examination Program

December 7, 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 November

21, 2005, the American Stock Exchange LLC ("Amex" or "Exchange") filed with the Securities and Exchange Commission ("SEC" or "Commission") the proposed rule change as described in Items I, II, and III below, which Items have been prepared by Amex. On November 23, 2005, Amex filed Amendment No. 1 to the proposed rule change. Amex has designated the proposed rule change as constituting a stated policy, practice, or interpretation with respect to the meaning, administration, or enforcement of an existing rule of the self-regulatory organization pursuant to section 19(b)(3)(A)(i) of the Act³ and Rule 19b-4(f)(1) thereunder,⁴ which renders the proposal effective upon filing with the Commission. The Commission is publishing this notice to solicit comments on the proposed rule change, as amended, from interested persons.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

Amex is filing revisions to the study outline and selection specifications for the Limited Principal—General Securities Sale Supervisor (Series 9/10) examination program ("Series 9/10 Examination"). The proposed revisions update the material to reflect changes to the laws, rules, and regulations covered by the Series 9/10 Examination, as well as modify the content of the Series 9/10 Examination to track more closely the functional workflow of a Series 9/10 limited principal.

The revised study outline is available on Amex's Web site (<http://www.amex.com>), at Amex, and at the Commission. However, Amex has omitted the Series 9/10 Examination selection specifications from this filing and has submitted the specifications under separate cover to the Commission with a request for confidential treatment pursuant to Rule 24b-2 under the Act.⁵

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

In its filing with the Commission, Amex 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. Amex has prepared summaries, set forth in sections A, B,

¹² 15 U.S.C. 78s(b)(3)(A)(i).

¹³ 17 CFR 240.19b-4(f)(1).

¹⁴ The effective date of the original proposed rule is November 21, 2005. The effective date of Amendment No. 1 is November 23, 2005. For purposes of calculating the 60-day period within which the Commission may summarily abrogate the proposed rule change under Section 19(b)(3)(C) of the Act, the Commission considers the period to commence on November 23, 2005, the date on which Amex submitted Amendment No. 1. See 15 U.S.C. 78s(b)(3)(C).

¹⁵ 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)(i).

⁴ 17 CFR 240.19b-4(f)(1).

⁵ 17 CFR 240.24b-2.