

SECURITIES AND EXCHANGE COMMISSION

Proposed Collection; Comment Request

Upon Written Request, Copies Available From: Securities and Exchange Commission, Office of Filings and Information Services, Washington, DC 20549.

Extension:

Rule 17Ad-4(b) and (c); SEC File No. 270-264; OMB Control No. 3235-0341.

Notice is hereby given that pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission ("Commission") is soliciting comments on the collection of information summarized below. The Commission plans to submit this existing collection of information to the Office of Management and Budget for extension and approval.

Rule 17Ad-4(b) and (c) (17 CFR 240.17Ad-4) under the Securities Exchange Act of 1934 (17 U.S.C. 78a *et seq.*) is used to document when transfer agents are exempt, or no longer exempt, from the minimum performance standards and certain recordkeeping provisions of the Commission's transfer agent rules. Rule 17Ad-4(c) sets forth the conditions under which a registered transfer agent loses its exempt status. Once the conditions for exemption no longer exist, the transfer agent, to keep the appropriate regulatory authority ("ARA") apprised of its current status, must prepare, and file if the ARA for the transfer agent is the Board of Governors of the Federal Reserve System ("BGFERS") or the Federal Deposit Insurance Corporation ("FDIC"), a notice of loss of exempt status under paragraph (c). The transfer agent then cannot claim exempt status under Rule 17Ad-4(b) again until it remains subject to the minimum performance standards for non-exempt transfer agents for six consecutive months. The ARAs use the information contained in the notice to determine whether a registered transfer agent qualifies for the exemption, to determine when a registered transfer agent no longer qualifies for the exemption, and to determine the extent to which that transfer agent is subject to regulation.

The BGFERS receives approximately twelve notices of exempt status and six notices of loss of exempt status annually. The FDIC receives approximately eighteen notices of exempt status and three notices of loss of exempt status annually. The Commission and the Office of the Comptroller of the Currency ("OCC") do

not require transfer agents to file a notice of exempt status or loss of exempt status. Instead, transfer agents whose ARA is the Commission or OCC need only to prepare and maintain these notices. The Commission estimates that approximately sixteen notices of exempt status and loss of exempt status are prepared annually by transfer agents whose ARA is the Commission. Similarly, the OCC estimates that the transfer agents for which it is the ARA prepare and maintain approximately fifteen notices of exempt status and loss of exempt status annually. Thus, a total of approximately seventy notices of exempt status and loss of exempt status are prepared and maintained by transfer agents annually. Of these seventy notices, approximately forty are filed with an ARA. Any additional costs associated with filing such notices would be limited primarily to postage, which would be minimal. Since the Commission estimates that no more than one-half hour is required to prepare each notice, the total annual burden to transfer agents is approximately thirty-five hours. The average cost per hour is approximately \$30. Therefore, the total cost of compliance to the transfer agent community is \$1,050.

Written comments are invited on: (a) Whether the proposed collection of information is necessary for the proper performance of the functions of the agency, including whether the information shall have practical utility; (b) the accuracy of the agency's estimates of the burden of the proposed collection of information; (c) ways to enhance the quality, utility, and clarity of the information to be collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

Please direct your written comments to R. Corey Booth, Director/Chief Information Officer, Securities and Exchange Commission, C/O Shirley Martinson, 6432 General Green Way, Alexandria, Virginia 22312; or send an e-mail to: PRA_Mailbox@sec.gov.

Dated: September 11, 2006.

Nancy M. Morris,
Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-54437; File No. SR-CHX-2005-06]

Self-Regulatory Organizations; Chicago Stock Exchange, Inc.; Order Approving a Proposed Rule Change and Amendment No. 1 and Notice of Filing and Order Granting Accelerated Approval to Amendment No. 2 to a Proposed Rule Change Relating to Disciplinary and Delisting Procedures

September 13, 2006.

I. Introduction

On March 7, 2005, the Chicago Stock Exchange, Inc. ("CHX" or "Exchange") filed with the Securities and Exchange Commission ("Commission"), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 19b-4 thereunder,² a proposal to revise the Exchange's disciplinary and delisting procedures. The Exchange filed Amendment No. 1 to the proposed rule change on June 2, 2006. The proposed rule change, as amended by Amendment No. 1, was published for comment in the **Federal Register** on June 27, 2006.³ The Commission received no comments regarding the proposal, as amended by Amendment No. 1. On August 10, 2006, the Exchange filed Amendment No. 2 to the proposed rule change.⁴ This order approves the proposal, as amended. In addition, the Commission is publishing notice to solicit comments on, and is simultaneously approving, on an accelerated basis, Amendment No. 2.

II. Description of the Proposal

The proposal revises a number of rules governing the CHX's disciplinary and delisting procedures. According to the CHX, the Exchange reviewed its rules, in part, to respond to the requirements of the Commission's 2003 order instituting public administrative

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Securities Exchange Act Release No. 54021 (June 20, 2006), 71 FR 36571 ("Notice").

⁴ Amendment No. 2 revises the proposal to: (1) Clarify that the Exchange will use its emergency suspension authority under CHX Art. VII, Rule 2(a)(1)(i) only with respect to CHX Participants, and not with respect to associated persons of CHX Participants; (2) confirm that the Exchange will not use its emergency suspension authority under CHX Art. VII, Rule 2(a)(1)(i) unless the Exchange believes that the rule violation suggests that a Participant is in such financial or operational difficulty that the Participant cannot be permitted to continue to do business as a Participant with safety to investors, creditors, other Participants, or the Exchange; and (3) clarify that only a Participant, but not an associated person of a Participant, may hold a trading permit.