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Dated: May 15, 2008.

Rochelle C. Baval,

Office of the Secretary.

[FR Doc. 08-1281 Filed 5-16-08; 11:40 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, Pub. L. 94-409, that the Securities and Exchange Commission will hold a Closed Meeting on May 22, 2008 at 2 p.m.

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

Commissioner Casey, as duty officer, voted to consider the items listed for the Closed Meeting in closed session.

The subject matter of the Closed Meeting scheduled for May 22, 2008 will be: Formal orders of investigation; institution and settlement of injunctive actions; institution and settlement of administrative proceedings of an enforcement nature; resolution of litigation claims; adjudicatory matters; and post-argument discussions.

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: May 15, 2008.

Nancy M. Morris.

Secretary.

[FR Doc. E8-11277 Filed 5-19-08; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-57817; File No. SR-SCCP-2008-01]

Self-Regulatory Organizations; Stock Clearing Corporation of Philadelphia; Notice of Filing of a Proposed Rule Change To Amend and Restate Its Articles of Incorporation

May 14, 2008.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),¹ notice is hereby given that on April 24, 2008, Stock Clearing Corporation of Philadelphia ("SCCP") filed with the Securities and Exchange Commission ("Commission") the proposed rule change described in Items I, II, and III below, which items have been prepared primarily by SCCP. The Commission is publishing this notice to solicit comments from interested persons.

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

SCCP proposes to amend its current Articles of Incorporation ("Articles") to more clearly state that all of the authorized shares of common stock of SCCP are issued and outstanding and are held by the Philadelphia Stock Exchange, Inc., ("Phlx"), a Delaware corporation. In addition, SCCP proposes to add language to its Articles relating to transfers and assignments of SCCP shares of stock. The proposed language would state that Phlx may not transfer

or assign any SCCP shares, in whole or in part, unless such transfer or assignment is filed with and approved by the Commission under Section 19 of the Act and the rules promulgated thereunder. Additionally, SCCP proposes to restate its Articles to consolidate previous amendments and make other technical amendments to modernize the existing language in the Articles.²

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

In its filing with the Commission, SCCP 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. SCCP has prepared summaries, set forth in sections (A), (B), and (C) below, of the most significant aspects of these statements.³

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

The purpose of the proposed rule change is to ensure that any future change in ownership of SCCP stock, whether transferred or assigned, in whole or in part, would be filed with the Commission under Section 19 of the Act and the rules promulgated thereunder. This language is consistent with language recently proposed by the Phlx in connection with amending its Certificate of Incorporation and By-Laws⁴ as a result of the proposed acquisition of Phlx by The NASDAQ OMX Group, Inc. ("NASDAQ OMX").⁵

² The specific amendments proposed for SCCP's Articles can be viewed at http://www.phlx.com/SCCP/sccp_rules/SR-SCCP-2008-01.pdf.

³ The Commission has modified the text of the summaries prepared by SCCP.

⁴ On April 21, 2008, Phlx filed a proposed rule change to amend its Certificate of Incorporation, By-Laws, and rules in connection with the NASDAQ OMX Merger, as defined in footnote 4 below. Securities Exchange Act Release No. 57703 (April 23, 2008), 73 FR 23293, (April 29, 2008) [File No. SR-Phlx-2008-31].

⁵ On November 7, 2007, NASDAQ OMX announced that it had entered into an agreement with Phlx pursuant to which NASDAQ OMX would acquire all of the outstanding capital stock of Phlx. In connection with this acquisition, Pinnacle Merger Corp., a Delaware corporation and wholly owned subsidiary of NASDAQ OMX, would be merged with and into Phlx with Phlx surviving the merger ("NASDAQ OMX Merger"). As a result of the NASDAQ OMX Merger, all of Phlx's common stock would be owned by NASDAQ OMX. Thereafter, NASDAQ OMX would operate Phlx as a wholly-owned subsidiary. Phlx would continue to be a separate self-regulatory organization.

¹ 15 U.S.C. 78s(b)(1).