

**UBS Health Sciences Fund, L.L.C. [File No. 811-9985]**

**Summary:** Applicant, a closed-end investment company, seeks an order declaring that it has ceased to be an investment company. On June 19, 2008, applicant made a final liquidating distribution to its shareholders, based on net asset value. Expenses of \$11,045 incurred in connection with the liquidation were paid by applicant.

**Filing Dates:** The application was filed on June 30, 2008 and amended on August 15, 2008.

**Applicant's Address:** c/o UBS Financial Services, Inc., 51 West 52nd St., New York, NY 10019.

**IQ Tax Advantaged Dividend Income Fund Inc. [File No. 811-21555]; S&P 500 GEAREDSTM Fund V Inc. [File No. 811-21692]; NASDAQ-100 GEAREDSTM Fund Inc. [File No. 811-21693]; S&P 500 GEAREDSTM Fund II Inc. [File No. 811-21794]**

**Summary:** Each applicant, a closed-end investment company, seeks an order declaring that it has ceased to be an investment company. Applicants have never made a public offering of their securities and do not propose to make a public offering or engage in business of any kind.

**Filing Date:** The applications were filed on July 24, 2008.

**Applicants' Address:** 2 World Financial Center, 7th Floor, 225 Liberty St., New York, NY 10281.

**Eaton Vance Prime Rate Reserves [File No. 811-5808]; EV Classic Senior Floating-Rate Fund [File No. 811-7946]; Eaton Vance Advisers Senior Floating-Rate Fund [File No. 811-8671]; Eaton Vance Institutional Senior Floating-Rate Fund [File No. 811-9249]**

**Summary:** Each applicant, a closed-end investment company, seeks an order declaring that it has ceased to be an investment company. On March 14, 2008, each applicant transferred its assets to Eaton Vance Floating-Rate Advantage Fund, a series of Eaton Vance Mutual Funds Trust, based on net asset value. Expenses of \$240,232, \$238,662, \$88,464 and \$30,397, respectively, incurred in connection with the reorganizations were paid by applicants.

**Filing Date:** The applications were filed on July 23, 2008.

**Applicants' Address:** The Eaton Vance Building, 255 State St., Boston, MA 02109.

**Sage Life Investment Trust [File No. 811-8623]**

**Summary:** Applicant seeks an order declaring that it has ceased to be an

investment company. On May 29, 2003, Applicant's board of directors approved Applicant's liquidation. On May 30, 2003, Applicant made a liquidating distribution to its shareholders, based on net asset value. Expenses of \$35,050.15 incurred in connection with the liquidation were paid by Applicant and its investment advisor, Sage Advisors, Inc. Applicant has no assets or liabilities and is not now engaged, or intending to engage, in any business activities other than those necessary for winding up its affairs.

**Filing Dates:** The application was filed on December 24, 2003, and amended on June 24, 2008.

**Applicant's Address:** 175 King Street, Armonk, New York, 10504.

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

**Florence E. Harmon,**

*Acting Secretary.*

[FR Doc. E8-20550 Filed 9-4-08; 8:45 am]

BILLING CODE 8010-01-P

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**SECURITIES AND EXCHANGE COMMISSION**

**[File No. 500-1]**

**In the Matter of Continental Beverage and Nutrition, Inc.; Order of Suspension of Trading**

September 3, 2008.

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of Continental Beverage and Nutrition, Inc. ("Continental") because it has not filed any periodic reports since it filed a Form 10-QSB for the period ended November 30, 2006.

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

Therefore, it is ordered, pursuant to Section 12(k) of the Securities Exchange Act of 1934, that trading in the securities of Continental is suspended for the period from 9:30 a.m. EDT on September 3, 2008, through 11:59 p.m. EDT on September 16, 2008.

By the Commission.

**Florence E. Harmon,**

*Acting Secretary.*

[FR Doc. E8-20707 Filed 9-3-08; 11:15 am]

BILLING CODE 8010-01-P

**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34-58436; File No. SR-DTC-2008-11]

**Self-Regulatory Organizations; The Depository Trust Company; Notice of Filing of a Proposed Rule Change To Implement a New Service to Allow Issuers To Track and Limit the Number of Beneficial Owners for an Individual CUSIP**

August 27, 2008.

Pursuant to section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),<sup>1</sup> notice is hereby given that on August 6, 2008, The Depository Trust Company ("DTC") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II, and III below, which Items have been prepared primarily by DTC. 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 purpose of the rule change is to implement a new service that will allow issuers, either themselves or through an issuer-designated administrator, to track and limit the number of beneficial owners for an individual CUSIP. This service would be called the Security Holder Tracking Service ("SH Tracking Service").

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

In its filing with the Commission, DTC 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. DTC 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. Background**

A group of investment banks requested that DTC assist them in providing greater liquidity and access to capital for securities of closely held

<sup>1</sup> 15 U.S.C. 78s(b)(1).

issuers that are traded in private equities markets.<sup>2</sup> Specifically, this group asked DTC to build a system that would allow these closely held securities to be eligible for DTC's depository services while allowing the issuer, typically through an agent, to monitor and control the number and character (e.g., qualified institutional buyers or "QIBs") of beneficial owners of its securities.<sup>3</sup> Currently, the processing and settlement of transactions of such issues is accomplished in a physical environment outside DTC.<sup>4</sup>

## 2. Proposed Rule Change

DTC proposes to implement its new SH Tracking Service that would facilitate the book-entry settlement and asset servicing for securities that are privately transacted. This service would allow issuers to track and limit the number of beneficial owners of its securities ("Tracked Securities").

The eligibility process for a Tracked Security to be made and remain DTC-eligible would not change from DTC's current process. However, under the new proposed system, DTC would be requested in writing to set up a specific CUSIP for tracking such securities<sup>5</sup> and would be notified who will perform the function of the issuer's administrator for the CUSIP in the SH Tracking Service.<sup>6</sup> Upon receipt of all of such documentation, DTC would make the CUSIP DTC-eligible and would activate the tracking indicator on its security master file. Additionally, once it is made eligible, DTC would perform asset servicing for the issue.

The issuer's administrator would control movements of the particular

<sup>2</sup> Among the securities at issue are those that are commonly referred to as "Rule 144A securities." These securities are transacted pursuant to the terms of Rule 144A (17 CFR 230.144A), which provides a safe harbor from the registration requirements of Section 5 of the Securities Act of 1933, 15 U.S.C. 77e.

<sup>3</sup> Issuers must control the number of beneficial owners pursuant to certain regulatory registration and reporting requirements. In order for issuers to be able to avoid the periodic reporting requirements imposed by the Act they must not have more than 500 beneficial owners. 15 U.S.C. 78l(g), 15 U.S.C. 78m(a), 15 U.S.C. 78o(d).

<sup>4</sup> DTC already allows Rule 144A securities that are not investment grade rated debt to be eligible for deposit, book-entry delivery, and other depository services only if the Rule 144A securities are designated for inclusion in a system of a self-regulatory organization approved by the Commission for the reporting of quotation and trade information of Rule 144A transactions ("SRO system"). Securities Exchange Act Release No. 33327 (Dec. 13, 1993); 58 FR 67878 (Dec. 22, 1993).

<sup>5</sup> DTC anticipates that this instruction will come from the underwriter at the time of the initial distribution at DTC.

<sup>6</sup> DTC anticipates that the issuer's transfer agent will serve as its administrator.

CUSIP for which it had been appointed. Once the tracking indicator has been activated on the master file and the Administrator has been appointed, no transfer of the securities would take place in the Tracked Security without the approval of the administrator through DTC's Inventory Management System ("IMS"). The administrator, based on requirements of the issuer, would be solely responsible for determining whether a transaction should be effected in DTC. Once approved by the administrator, DTC would perform centralized book-entry settlement. IMS would only allow an administrator access to view and approve transactions for CUSIPs for which it had been appointed administrator as reflected in DTC's records.

Because DTC would be relying solely on the instructions of the administrator in order to effect settlement in Tracked Securities and would have no knowledge of the number or character of the underlying beneficial owners, use of the SH Tracking Service by any party would constitute an agreement that DTC shall not be liable for any loss or damages related to the use of the SH Tracking System. Each user of the SH Tracking Service would agree to indemnify and hold harmless DTC and its affiliates from and against any and all losses, damages, liabilities, costs, judgments, charges, and expenses arising out of or relating to the use of the SH Tracking Service.

The Tracked Securities would not be held as part of a Participant's general free account and would not be considered eligible collateral in DTC's settlement system.

Although the SH Tracking Service was developed to address the specific concerns of Rule 144A securities, in practice DTC envisions that it could be utilized for other types of securities for which the number or character of the beneficial owners requires some level of control.

## 3. Fees

In an effort to recover the costs of building the SH Tracking Service, DTC proposes the following fees to be added to its Fee Schedule:

- \$25,000 per CUSIP for SH Tracking Services.
- \$5 per delivery and receive for Tracked Securities.
- \$5 per receive and delivery for reclaims of Tracked Securities.

DTC believes that the proposed rule change is consistent with the requirements of section 17A of the Act<sup>7</sup>

and the rules and regulations thereunder as it allows for more efficient processing of transactions that are currently being effected outside of DTC by physical processing. Therefore, it will not adversely affect the safeguarding of funds or securities in DTC's custody and control or for which it is responsible.

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

DTC does not believe that the proposed rule change will have any impact, or impose any burden, on competition.

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

DTC has not solicited or received written comments relating to the proposed rule change. DTC will notify the Commission of any written comments it receives.

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

Within thirty-five days of the date of publication of this notice in the **Federal Register** or within such longer period (i) as the Commission may designate up to ninety days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

- (A) By order approve such proposed rule change or
- (B) Institute proceedings to determine whether the proposed rule change should be disapproved.

## 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:

### 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](mailto:rule-comments@sec.gov). Please include File No. SR-DTC-2008-11 on the subject line.

### Paper Comments

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-1090.

<sup>7</sup> 15 U.S.C. 78q-1.

All submissions should refer to File No. SR-DTC-2008-11. 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, 100 F Street, NE., Washington, DC 20549, on official business days between the hours of 10 a.m. to 3 p.m. Copies of such filing also will be available for inspection and copying at DTC's principal office and on DTC's Web site at [http://www.dtcc.com/legal/rule\\_filings/dtc/2008.php](http://www.dtcc.com/legal/rule_filings/dtc/2008.php). 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-DTC-2008-11 and should be submitted on or before September 26, 2008.

For the Commission by the Division of Trading and Markets, pursuant to delegated authority.<sup>8</sup>

**Florence E. Harmon,**

*Acting Secretary.*

[FR Doc. E8-20612 Filed 9-4-08; 8:45 am]

BILLING CODE 8010-01-P

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-58444; File No. SR-NYSEArca-2008-96]

### Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing and Order Granting Accelerated Approval of Proposed Rule Change To Establish NYSE Arca Realtime Reference Prices Service

August 29, 2008.

Pursuant to section 19(b)(1) of the Securities Exchange Act of 1934

(“Act”)<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on August 28, 2008, NYSE Arca, Inc. (the “Exchange” or “NYSE Arca”) 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 Commission is publishing this notice to solicit comments on the proposed rule change from interested persons, and is approving the proposal on an accelerated basis.

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

The Exchange proposes to establish a pilot test NYSE Arca Realtime Reference Prices service. This new NYSE Arca-only market data service allows a vendor to redistribute on a real-time basis last sale prices of transactions that take place on the Exchange (“NYSE Arca Realtime Reference Prices”) and to establish a flat monthly fee for that service. There is no new rule text.

#### 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 self-regulatory organization 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 those statements may be examined at the places specified in Item III below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts of such statements.

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

##### 1. Purpose

i. *The Service.* The Exchange proposes to conduct a pilot program that will allow the Exchange to test the viability of NYSE Arca Realtime Reference Prices. The Exchange intends for the NYSE Arca Realtime Reference Prices service to accomplish three goals:

1. To provide a low-cost service that will make real-time prices widely available to millions of casual investors;
2. To provide vendors with a real-time substitute for delayed prices; and
3. To relieve vendors of administrative burdens.

This pilot program is similar to pilot programs that the Nasdaq Stock Market, Inc. (“Nasdaq”)<sup>3</sup> and the New York Stock Exchange LLC (“NYSE”)<sup>4</sup> recently established.

During the pilot program, the NYSE Arca Realtime Reference Prices service would allow Internet service providers, traditional market data vendors, and others (“NYSE Arca-Only Vendors”) to make available NYSE Arca Realtime Reference Prices on a real-time basis.<sup>5</sup> The NYSE Arca Realtime Reference Price information would include last sale prices for all securities that trade on the Exchange. It would include only prices. It would not include the size of each trade and would not include bid/asked quotations.

The product responds to the requirements for distribution of real-time last sale prices over the Internet for reference purposes, rather than as a basis for making trading decisions. The Exchange contemplates that Internet service providers with a substantial customer base and traditional vendors with large numbers of less active investors are potential subscribers to NYSE Arca Realtime Reference Prices.

During the pilot period, the Exchange will not permit NYSE Arca-Only Vendors to provide NYSE Arca Realtime Reference Prices in a context in which a trading or order-routing decision can be implemented unless the NYSE Arca-Only Vendor also provides consolidated displays of Network A last sale prices available in an equivalent manner, as Rule 603(c)(1) of Regulation NMS requires.

The service eliminates some of the administrative burdens associated with the current distribution of real-time CTA prices. It features a flat, fixed monthly vendor fee, no user-based fees, no vendor reporting requirements, and no professional or non-professional subscriber agreements. It will make NYSE Arca Realtime Reference Prices widely available and without charge to an unlimited number of casual investors.

ii. *The Fees.* For the duration of the pilot program, the Exchange proposes to establish a monthly flat fee that will entitle an NYSE Arca-Only Vendor to receive access to the NYSE Arca

<sup>3</sup> See Securities Exchange Act Release Nos. 57965 (June 16, 2008), 73 FR 35178 (June 20, 2008) (File No. SR-NASDAQ-2006-060); and 57973 (June 16, 2008), 73 FR 35430 (June 23, 2008) (File No. SR-NASDAQ-2008-050).

<sup>4</sup> See Securities Exchange Act Release No. 57966 (June 16, 2008), 73 FR 35182 (June 20, 2008) (File No. SR-NYSE-2007-04).

<sup>5</sup> The Exchange notes that it will make the NYSE Arca Realtime Reference Prices available to vendors no earlier than it makes those prices available to the processor under the CTA Plan.

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.