Florence E. Harmon,
Deputy Secretary.

SECURITIES AND EXCHANGE COMMISSION
Submission for OMB Review; Comment Request

Extension:
Form N–8B–2; SEC File No. 270–186; OMB Control No. 3235–0186.

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 (the "Commission") has submitted to the Office of Management and Budget a request for extension of the previously approved collection of information discussed below.

Form N–8B–2 (17 CFR 274.12) is the form used by unit investment trusts ("UITs") other than separate accounts that are currently issuing securities, including UITs that are issuers of periodic payment plan certificates and UITs of which a management investment company is the sponsor or depositor, to comply with the filing and disclosure requirements imposed by section 8(b) of the Investment Company Act of 1940 (15 U.S.C. 80a–8(b)). Form N–8B–2 requires disclosure about the organization of a UIT, its securities, the personnel and affiliated persons of the depositary, the distribution and redemption of securities, the trustee or custodian, and financial statements. The Commission uses the information provided in the collection of information to determine compliance with section 8(b) of the Investment Company Act.

Based on the Commission’s industry statistics, the Commission estimates that there would be approximately two initial filings on Form N–8B–2 and 14 post-effective amendment filings to the Form annually. The Commission estimates that each registrant filing an initial Form N–8B–2 would spend 44 hours in preparing and filing the Form and that the total hour burden for all initial Form N–8B–2 filings would be 88 hours. Also, the Commission estimates that each UIT filing a post-effective amendment to Form N–8B–2 would spend 16 hours in preparing and filing the amendment and that the total hour burden for all post-effective amendments to the Form would be 224 hours. By combining the total hour burdens estimated for initial Form N–8B–2 filings and post-effective amendments filings to the Form, the Commission estimates that the total annual burden hours for all registrants on Form N–8B–2 would be 312. Estimates of the burden hours are made solely for the purposes of the OMB, and are not derived from a comprehensive or even a representative survey or study of the costs of SEC rules and forms.

The information provided on Form N–8B–2 is mandatory. The information provided on Form N–8B–2 will not be kept confidential. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

Please direct general comments regarding the above information to the following persons: (i) Desk Officer for the Securities and Exchange Commission, Office of Management and Budget, Room 10102, New Executive Office Building, Washington, DC 20503 or send an e-mail to: PRA_Mailbox@sec.gov. Comments must be submitted to OMB within 30 days of this notice.


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Deputy Secretary.

SECURITIES AND EXCHANGE COMMISSION
Sunshine Act Meeting Notice
Notice is hereby given, pursuant to the provisions of the Government in the Sunshine Act, Public Law 94–409, that the Securities and Exchange Commission will hold an Open Meeting on January 13, 2010 at 10 a.m., in the Auditorium, Room L–002.

The subject matter of the Open Meeting will be:
Item 1: The Commission will consider whether to publish a concept release on equity market structure. The concept release would invite public comment on a wide range of issues, including the performance of equity market structure in recent years, high frequency trading, and undisplayed, or “dark,” liquidity.
Item 2: The Commission will consider whether to propose a new rule regarding risk management controls and supervisory procedures to manage financial, regulatory and other risks for brokers or dealers that provide market access.

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: January 5, 2010.

Elizabeth M. Murphy,
Secretary.

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SECURITIES AND EXCHANGE COMMISSION


Self-Regulatory Organizations; Notice of Filing and Immediate Effectiveness of Proposed Rule Change by New York Stock Exchange LLC Deleting NYSE Rule 445 and Adopting New Rule 3310 To Correspond With Rule Changes Filed by the Financial Industry Regulatory Authority, Inc.

December 31, 2009.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”), and Rule 19b–4 thereunder, notice is hereby given that, on December 31, 2009, New York Stock Exchange LLC (“NYSE” or the “Exchange”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I and II below, which items have been substantially prepared by the Exchange. 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 Exchange proposes to delete NYSE Rule 445 and adopt new Rule 3310 to correspond with rule changes filed by the Financial Industry Regulatory Authority, Inc. (“FINRA”) and approved by the Commission. The text of the proposed rule change is available at the Exchange, the Commission’s Public Reference Room, and www.nyse.com.

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 Exchange 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 IV 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 Changes

1. Purpose

The purpose of the proposed rule changes is to delete NYSE Rule 445 (Anti-Money Laundering Compliance Program) and adopt new Rule 3310 (Anti-Money Laundering Compliance Program) to correspond with rule changes filed by FINRA and approved by the Commission.

Background

On July 30, 2007, FINRA’s predecessor, the National Association of Securities Dealers, Inc. (“NASD”), and NYSE Regulation, Inc. (“NYSE”) consolidated their member firm regulation operations into a combined organization, FINRA. Pursuant to Rule 17d–2 under the Act, NYSE, NYSER and FINRA entered into an agreement (the “Agreement”) to reduce regulatory duplication for their members by allocating to FINRA certain regulatory responsibilities for certain NYSE rules and rule interpretations (“FINRA Incorporated NYSE Rules”). NYSE Amex LLC (“NYSE Amex”) became a party to the Agreement effective December 15, 2008.1

As part of its effort to reduce regulatory duplication and relieve firms that are members of FINRA, NYSE and NYSE Amex of conflicting or unnecessary regulatory burdens, FINRA is now engaged in the process of reviewing and amending the NASD and FINRA Incorporated NYSE Rules in order to create a consolidated FINRA rulebook.2

Proposed Conforming Amendments to NYSE Rules

FINRA adopted, subject to certain amendments, NASD Rule 3011 (Anti-Money Laundering Compliance Program) and related Interpretive Material NASD IM–3011–1 and 3011–2 as consolidated FINRA Rule 3310 (Anti-Money Laundering Compliance Program), and deleted FINRA Incorporated NYSE Rule 445 (Anti-Money Laundering Compliance Program) as duplicative of the new Rule.3

Because it is substantially similar to the provisions of Rule 3310, FINRA deleted FINRA Incorporated NYSE Rule 445. In particular, FINRA Incorporated NYSE Rule 445(1)–(5) are substantially the same as consolidated FINRA Rule 3310(a)–(e). In addition, Supplementary Material .10 and .20 to FINRA Incorporated NYSE Rule 445 are substantially the same as Supplementary Material .10 to consolidated FINRA Rule 3310. Finally, read together, part (4) and Supplementary Material .30 to FINRA Incorporated NYSE Rule 445 are substantially the same as Supplementary Material .02 to consolidated FINRA Rule 3310 with respect to the notification of AML compliance person designations.4

To harmonize the NYSE Rules with the approved consolidated FINRA Rules, the Exchange correspondingly proposes to delete NYSE Rule 445 and replace it with proposed NYSE Rule 3310, which is substantially similar to the new FINRA Rule.5 As proposed, the proposed changes by FINRA, NYSE or NYSE Amex to the substance of any of the Common Rules.


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