

provides advice with respect to the portion of the fund that is acquiring the securities, and (ii) the advisory contracts of the subadviser, and any subadviser that is advising the purchasing portion of the fund, prohibit them from consulting with each other concerning securities transactions of the fund, and limit their responsibility in providing advice to providing advice with respect to discrete portions of the fund's portfolio.

Based on an analysis of fund filings, the staff estimates that approximately 252 fund portfolios enter into subadvisory agreements each year.<sup>1</sup> Based on discussions with industry representatives, the staff estimates that it will require approximately 3 attorney hours to draft and execute additional clauses in new subadvisory contracts in order for funds and subadvisers to be able to rely on the exemptions in rule 12d3-1. Because these additional clauses are identical to the clauses that a fund would need to insert in their subadvisory contracts to rely on rules 10f-3, 17a-10, and 17e-1 and because we believe that funds that use one such rule generally use all of these rules, we apportion this 3 hour time burden equally to all four rules. Therefore, we estimate that the burden allocated to rule 12d3-1 for this contract change would be 0.75 hours.<sup>2</sup> Assuming that all 252 funds that enter into new subadvisory contracts each year make the modification to their contract required by the rule, we estimate that the rule's contract modification requirement will result in 189 burden hours annually.<sup>3</sup>

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 control number.

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 will have practical utility; (b) the accuracy of the agency's estimate of the burden of the collection of information; (c) ways to enhance the quality, utility, and clarity of the information 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 Thomas Bayer, Chief Information Officer, Securities and Exchange Commission, c/o Remi-Pavlik Simon, 6432 General Green Way, Alexandria, VA 22312; or send an e-mail to: [PRA\\_Mailbox@sec.gov](mailto:PRA_Mailbox@sec.gov).

Dated: December 20, 2010.

**Florence E. Harmon,**  
*Deputy Secretary.*

[FR Doc. 2010-32519 Filed 12-27-10; 8:45 am]

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## SECURITIES AND EXCHANGE COMMISSION

[Securities Act of 1933, Release No. 33-9168/December 22, 2010; Securities Exchange Act of 1934; Release No. 34-63596/December 22, 2010]

### Order Approving Public Company Accounting Oversight Board Budget and Annual Accounting Support Fee for Calendar Year 2011

The Sarbanes-Oxley Act of 2002, as amended (the "Sarbanes-Oxley Act"), established the Public Company Accounting Oversight Board ("PCAOB") to oversee the audits of companies that are subject to the securities laws, and related matters, in order to protect the interests of investors and further the public interest in the preparation of informative, accurate and independent audit reports. The PCAOB is to accomplish these goals through registration of public accounting firms and standard setting, inspection, and disciplinary programs. The PCAOB is subject to the comprehensive oversight of the Securities and Exchange Commission (the "Commission").

Section 109 of the Sarbanes-Oxley Act provides that the PCAOB shall establish a reasonable annual accounting support fee, as may be necessary or appropriate to establish and maintain the PCAOB. Under Section 109(f) of the Sarbanes-Oxley Act, the aggregate annual accounting support fee shall not exceed the PCAOB's aggregate "recoverable budget expenses," which may include operating, capital and accrued items. The Commission must approve the PCAOB's annual budget and accounting support fee.

Section 982 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act")<sup>1</sup> amended the Sarbanes-Oxley Act to provide the

PCAOB with explicit authority to oversee auditors of broker-dealers registered with the Commission. In addition, the PCAOB must allocate the annual accounting support fee among issuers and among brokers and dealers, beginning in 2011. The 2011 budget approved and submitted by the Board includes an allocation of the annual accounting support fee among issuers and brokers and dealers.

Section 109(b) of the Sarbanes-Oxley Act directs the PCAOB to establish a budget for each fiscal year in accordance with the PCAOB's internal procedures, subject to approval by the Commission. The Commission's Rules of Practice related to its Informal and Other Procedures include a rule that facilitates the Commission's review and approval of PCAOB budgets and the annual accounting support fee.<sup>2</sup> This budget rule provides, among other things, a timetable for the preparation and submission of the PCAOB budget and for Commission actions related to each budget, a description of the information that should be included in each budget submission, limits on the PCAOB's ability to incur expenses and obligations except as provided in the approved budget, procedures relating to supplemental budget requests, requirements for the PCAOB to furnish on a quarterly basis certain budget-related information, and a list of definitions that apply to the rule and to general discussions of PCAOB budget matters.

In accordance with the budget rule, in March 2010 the PCAOB provided the Commission with a narrative description of its program issues and outlook for the 2011 budget year. In response, the Commission provided the PCAOB with economic assumptions and budgetary guidance for the 2011 budget year. The PCAOB subsequently delivered a preliminary budget and budget justification to the Commission. Staff from the Commission's Offices of the Chief Accountant and Executive Director dedicated a substantial amount of time to the review and analysis of the PCAOB's programs, projects and budget estimates; reviewed the PCAOB's estimates of 2010 actual spending; and attended several meetings with management and staff of the PCAOB to further develop an understanding of the PCAOB's budget and operations. During the course of this review, Commission staff relied upon representations and supporting documentation from the PCAOB. Based on this review, the Commission issued a "pass back" letter

<sup>1</sup> Based on information in Commission filings, we estimate that 42.5 percent of funds are advised by subadvisers.

<sup>2</sup> This estimate is based on the following calculation (3 hours + 4 rules = .75 hours).

<sup>3</sup> This estimate is based on the following calculation: (0.75 hours × 252 portfolios = 189 burden hours).

<sup>1</sup> Public Law 111-203, 124 Stat. 1376 (2010).

<sup>2</sup> 17 CFR 202.190. See Release No. 33-8724 (July 18, 2006) [71 FR 41998 (July 24, 2006)].

to the PCAOB. The PCAOB approved its 2011 budget during an open meeting on November 23, 2010 and submitted that budget for Commission approval on November 29, 2010.

After considering the above, the Commission did not identify any proposed disbursements in the 2011 budget adopted by the PCAOB that are not properly recoverable through the annual accounting support fee, and the Commission believes that the aggregate proposed 2011 annual accounting support fees do not exceed the PCAOB's aggregate recoverable budget expenses for 2011. The Commission looks forward to the PCAOB's annual updating of its strategic plan and the opportunity for the Commission to review and provide views to the PCAOB on a draft of the updated plan.

In its role as the oversight body of the PCAOB, the Commission is aware of the various uncertainties the PCAOB faces with respect to budgeting its resources and the potential impact if actual experience deviates from budget assumptions. Further, the Commission believes that the 2011 budget approved and submitted by the Board provides sufficient resources and flexibility for the PCAOB to continue to fulfill its mandate and to respond to changes in the assumptions upon which the budget is based. Should the PCAOB find the need to reallocate resources, the PCAOB should work closely with Commission staff on whether any reprogramming efforts result in the need for a supplemental budget request under the Commission's budget rule. In considering any reallocation that may be necessary in 2011, the Commission encourages the Board to identify expenditures in its 2011 budget where flexibility exists.

As part of its review of the PCAOB's 2011 budget, the Commission notes that there are certain budget-related matters that should be addressed or more closely monitored during 2011 related to: (1) The PCAOB's inspections program; (2) its information technology programs; and (3) the impact of implementing legislative and other actions on the PCAOB. Accordingly, the Commission directs the PCAOB during the 2011 budget cycle to:

(1) Continue to include in its quarterly reports to the Commission information about the PCAOB's inspections program. Such information will include (a) statistics relative to the numbers and types of firms budgeted and expected to be inspected in 2011, including by location and by year the inspections that are required to be conducted in accordance with the Sarbanes-Oxley Act and PCAOB rules,

(b) information about the timing of the issuance of inspections reports for domestic and non-U.S. inspections, and (c) updates on the PCAOB's efforts to establish cooperative arrangements with respective non-U.S. authorities for inspections required in those countries.

(2) Continue to include detailed information about the state of the PCAOB's information technology in its quarterly reports to the Commission, including planned, estimated, and actual costs for information technology projects. Such information should also include project plans, life cycle costs and progress, and provide an indication of the level and nature of involvement of consultants.

(3) Consult with the Commission about the PCAOB's plans for implementing changes in response to legislative actions, advisory committees, or consultant reports.

The Commission has determined that the PCAOB's 2011 budget and annual accounting support fee are consistent with Section 109 of the Act.

Accordingly,

*It is ordered*, pursuant to Section 109 of the Act, that the PCAOB budget and annual accounting support fee for calendar year 2011 are approved.

By the Commission.

**Elizabeth M. Murphy**,  
*Secretary*.

[FR Doc. 2010-32650 Filed 12-27-10; 8:45 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, Public Law 94-409, that the Securities and Exchange Commission will hold a Closed Meeting on Wednesday, December 29, 2010 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 a closed session.

The subject matter of the Closed Meeting scheduled for Wednesday, December 29, 2010 will be:

Institution and settlement of injunctive actions; institution and settlement of administrative proceedings; consideration of amicus participation; and other matters relating to enforcement proceedings.

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 22, 2010.

**Florence E. Harmon**,  
*Deputy Secretary*.

[FR Doc. 2010-32727 Filed 12-23-10; 11:15 am]

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-63584; File No. SR-NYSEArca-2010-88]

### Self-Regulatory Organizations; Notice of Filing and Immediate Effectiveness of Proposed Rule Change by NYSE Arca, Inc. Amending Various NYSE Arca Equities Rules To Harmonize Them With Financial Industry Regulatory Authority Rules

December 21, 2010.

Pursuant to Section 19(b)(1)<sup>1</sup> of the Securities Exchange Act of 1934 (the "Act")<sup>2</sup> and Rule 19b-4 thereunder,<sup>3</sup> notice is hereby given that, on December 13, 2010, NYSE Arca, Inc. (the "Exchange" or "NYSE Arca") 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 prepared by the self-regulatory organization. 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 amend various NYSE Arca Equities rules in order to (1) harmonize them with Financial Industry Regulatory Authority ("FINRA") rules and (2) make certain administrative changes that include, but are not limited to, correcting spelling

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

<sup>2</sup> 15 U.S.C. 78a.

<sup>3</sup> 17 CFR 240.19b-4.