this Application); and (iii) the Company's Board is provided on a quarterly basis with a list of all follow-on investments made in accordance with this condition. In all other cases, the Advisers will provide their written recommendation as to the Company's participation to the Eligible Directors, and the Company will participate in such follow-on investment solely to the extent that a Required Majority determines that it is in the Company's best interests.

c. If, with respect to any follow-on investment:

(i) the amount of a follow-on investment is not based on the Company's and the Affiliated Investors' outstanding investments immediately preceding the follow-on investment; and

(ii) the aggregate amount recommended by the Advisers to be invested by the Company in the follow-on investment, together with the amount proposed to be invested by the Affiliated Investors in the same transaction, exceeds the amount of the opportunity; then the amount invested by each such party will be allocated among them *pro rata* based on the ratio of the Company's capital available for investment in the asset class being allocated, on the one hand, and the Affiliated Investors' capital available for investment in the asset class being allocated, on the other hand, to the aggregated capital available for investment for the asset class being allocated of all parties involved in the investment opportunity, up to the amount proposed to be invested by each.

d. The acquisition of follow-on investments as permitted by this condition will be considered a Co-Investment Transaction for all purposes and subject to the other conditions set forth in the Application.

9. The Independent Directors will be provided quarterly for review all information concerning Potential Co-Investment Transactions and Co-Investment Transactions, including investments made by the Affiliated Investors that the Company considered but declined to participate in, so that the Independent Directors may determine whether all investments made during the preceding quarter, including those investments which the Company considered but declined to participate in, comply with the conditions of the Order. In addition, the Independent Directors will consider at least annually the continued appropriateness for the Company of participating in new and existing Co-Investment Transactions.

10. The Company will maintain the records required by section 57(f)(3) of the Act as if each of the investments permitted under these conditions were approved by a Required Majority of the Eligible Directors under section 57(f).

11. No Independent Director will also be a director, general partner, managing member or principal, or otherwise an ''affiliated person'' (as defined in the Act) of any Affiliated Investor.

12. The expenses, if any, associated with acquiring, holding or disposing of any securities acquired in a Co-Investment Transaction (including, without limitation, the expenses of the distribution of any such securities registered for sale under the 1933 Act) shall, to the extent not payable by the Advisers under the Company's and the Affiliated Investors' investment advisory agreements, be shared by the Company and the Affiliated Investors in proportion to the relative amounts of their securities to be acquired or disposed of, as the case may be.

13. Any transaction fee (including break-up or commitment fees but excluding broker's fees contemplated by section 17(e) or 57(k) of the Act, as applicable) received in connection with a Co-Investment Transaction will be distributed to the Company and Affiliated Investors on a *pro rata* basis based on the amount they invested or committed, as the case may be, in such Co-Investment Transaction. If any transaction fee is to be held by an Adviser pending consummation of the transaction, the fee will be deposited into an account maintained by the Adviser at a bank or banks having the qualifications prescribed in section 26(a)(1) of the Act, and the account will earn a competitive rate of interest that will also be divided *pro rata* among the Company and the Affiliated Investors based on the amount they invest in the Co-Investment Transaction. None of the Affiliated Investors, the Advisers nor any affiliated person of the Company will receive additional compensation or remuneration of any kind as a result of or in connection with a Co-Investment Transaction (other than (a) in the case of the Company and the Affiliated Investors, the pro rata transaction fees described above and fees or other compensation described in condition 2(c)(iii)(c) and (b) in the case of the Advisers, investment advisory fees paid in accordance with the Company's and the Affiliated Investors' investment advisory agreements).

14. The KKR Proprietary Accounts will not be permitted to invest in a Potential Co-Investment Transaction except to the extent the demand from the Company and the other Affiliated Investors is less than the total investment opportunity.

15. The Advisers and the advisers to the Affiliated Investors will maintain written policies and procedures reasonably designed to ensure compliance with the foregoing conditions. These policies and procedures will require, among other things, that each of KAM and CFA will be notified of all Potential Co-Investment Transactions that fall within the Company's then-current Objectives and Strategies and will be given sufficient information to make its independent determination and recommendations under conditions 1, 2(a), 7 and 8.

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

**Kevin M. O'Neill,**

*Deputy Secretary.*

[FR Doc. 2013–10238 Filed 4–30–13; 8:45 am]

**BILLING CODE 8011–01–P**

## 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 an Open Meeting on Wednesday, May 1, 2013 at 10:00 a.m., in the Auditorium, Room L–002.

The subject matters of the Open Meeting will be:

- *Item 1:* The Commission will consider whether to propose new rules and interpretive guidance for cross-border security-based swap activities and to re-propose Regulation SBSR and certain rules and forms relating to the registration of security-based swap dealers and major security-based swap participants.
- *Item 2:* The Commission will consider whether to reopen the comment periods and receive new information for certain rulemaking releases and the policy statement applicable to security-based swaps proposed pursuant to the Securities Exchange Act of 1934 and the Dodd-Frank Wall Street Reform and Consumer Protection Act.

Commissioner Aguilar, as duty officer, determined that no earlier notice thereof was possible.

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: April 26, 2013.

**Elizabeth M. Murphy,**

*Secretary.*

[FR Doc. 2013–10355 Filed 4–29–13; 11:15 am]

**BILLING CODE 8011–01–P**

## SECURITIES AND EXCHANGE COMMISSION

**[Release No. 34–69451; File No. SR–NSCC–2013–802]**

## Self-Regulatory Organizations; National Securities Clearing Corporation; Notice of Filing of Advance Notice, as Modified by Amendment No. 1, To Institute Supplemental Liquidity Deposits to Its Clearing Fund Designed To Increase Liquidity Resources To Meet Its Liquidity Needs

April 25, 2013.

Pursuant to Section 806(e)(1) of the Payment, Clearing, and Settlement Supervision Act of 2010 (''Clearing Supervision Act'') [1] and Rule 19b–4(n)(1)(i) [2] thereunder, notice is hereby given that on March 21, 2013, the National Securities Clearing Corporation (''NSCC'') filed with the Securities and Exchange Commission (''Commission'') an advance notice described in Items I, II and III below, which Items have been prepared primarily by NSCC. On April 19, 2013, NSCC filed with the Commission Amendment No. 1 to the advance notice.[3] The Commission is publishing this notice to solicit comments on the advance notice from interested persons.

### I. Clearing Agency's Statement of the Terms of Substance of the Advance Notice

To enhance its ability to meet its liquidity requirements, NSCC is proposing to amend its Rules & Procedures (''Rules'') to provide for a supplemental liquidity funding obligation, as described below.

[1] 12 U.S.C. 5465(e)(1). Defined terms that are not defined in this notice are defined in Exhibit 5 of the advance notice filing, available at *http://www.sec.gov/rules/sro/nscc.shtml* under File No. SR–NSCC–2013–802, Additional Materials.

[2] 17 CFR 240.19b-4(n)(i).

[3] Amendment No. 1 revised NSCC's original advance notice filing to include as Exhibit 2 a written comment received by NSCC relating to the advance notice proposal, as described in Item II(B) below.

### II. Clearing Agency's Statement of the Purpose of, and Statutory Basis for, the Advance Notice

In its filing with the Commission, NSCC included statements concerning the purpose of and basis for the advance notice and discussed any comments it received on the advance notice. The text of these statements may be examined at the places specified in Item IV below. NSCC has prepared summaries, set forth in sections (A), (B), and (C) below, of the most significant aspects of these statements.[4]

*(A) Clearing Agency's Statement of the Purpose of, and Statutory Basis for, the Advance Notice*

Proposal Overview

According to NSCC, as a central counterparty (''CCP''), NSCC occupies an important role in the securities settlement system by interposing itself between counterparties to financial transactions, thereby reducing the risk faced by its Members and contributing to global financial stability. Further, pursuant to the Clearing Supervision Act, NSCC has been designated a systemically important financial market utility (''SFMU'') by the Financial Stability Oversight Council, obliging NSCC to meet certain risk management regulatory standards related to, among other things, maintaining adequate financial resources to meet its obligations to its Members in the event of the default of the Member or family of affiliated Members (''Affiliated Family'') that would generate the largest aggregate payment obligation to NSCC in stressed conditions. In this regard and to enhance its ability to meet its liquidity requirements, NSCC is proposing to amend its Rules to provide for a supplemental liquidity funding obligation.

A substantial proportion of the liquidity needed by NSCC is attributable to the exposure presented by those unaffiliated Members and Affiliated Families that regularly incur the largest gross settlement debits over a settlement cycle during trading activity on business days other than periods coinciding with quarterly triple options expiration dates (''Regular Activity Periods''), as well as during times of increased trading activity that arise around quarterly triple options expiration dates (''Options Expiration Activity Periods'').

With the goal of ensuring that NSCC has sufficient liquidity to meet its obligations during Regular Activity Periods, as well as during Options Expiration Activity Periods, it is appropriate that those unaffiliated Members and Affiliated Families provide additional liquidity to NSCC. Under proposed Rule 4(A), this will take the form of supplemental liquidity deposits to the Clearing Fund (i) in an amount based on the largest liquidity need NSCC would have in the event of the default of an unaffiliated Member or Affiliated Family during a Regular Activity Period (''Regular Activity Supplemental Deposit''), and (ii) an additional amount to cover the largest liquidity need NSCC would have in the event of the default of an unaffiliated Member or Affiliated Family during an Options Expiration Activity Period (''Special Activity Supplemental Deposit'') (collectively with Regular Activity Supplemental Deposit, ''Supplemental Deposit'').

The obligation of an unaffiliated Member or the Members of an Affiliated Family to make a Regular Activity Supplemental Deposit (''Regular Activity Liquidity Obligation'') or a Special Activity Supplemental Deposit (''Special Activity Liquidity Obligation'') would be imposed on the thirty (30) unaffiliated Members and/or Affiliated Families who generate the largest aggregate liquidity needs over a settlement cycle that would apply in the event of a closeout (i.e., over a period from date of default through the following three (3) settlement days), based upon a lookback period. The Regular Activity Liquidity Obligation of an unaffiliated Member or the Members of an Affiliated Family to make a Regular Activity Supplemental Deposit will be reduced by any liquidity such Members or their affiliates may provide in the form of commitments under NSCC's committed liquidity facility (''Credit Facility'').

The calculations for both the Regular Activity Liquidity Obligation and the Special Activity Liquidity Obligation are designed so that NSCC has adequate liquidity resources to enable it to settle transactions, notwithstanding the default of an unaffiliated Member and/or Affiliated Family during Regular Activity Periods, as well as during Options Expiration Activity Periods. The Liquidity Obligations imposed on Affiliated Families would be allocated among the Family Members in proportion to the liquidity risk (or peak exposure) they present to NSCC.

Regulatory Background

As both a CCP and a designated SFMU, NSCC adheres to strict risk management processes that are regularly reviewed against applicable regulatory and industry standards. This includes

[4] The Commission has modified the text of the summaries prepared by NSCC.