

shareholders. Applicants note that the Advisory Agreements and any Subadvisory Agreement with an Affiliated Subadviser (if any) will continue to be subject to the shareholder approval requirements of section 15(a) of the Act and rule 18f-2 under the Act.

7. Applicants assert that the requested disclosure relief would benefit shareholders of the Funds because it would improve the Advisers' ability to negotiate the fees paid to Subadvisers. Applicants state that the Advisers may be able to negotiate rates that are below a Subadviser's "posted" amounts, if the Adviser is not required to disclose the Subadvisers' fees to the public. Applicants submit that the requested relief will encourage Subadvisers to negotiate lower subadvisory fees with the Advisers if the lower fees are not required to be made public.

Applicants' Conditions

Applicants agree that any order granting the requested relief will be subject to the following conditions:⁵

1. Before a Fund may rely on the requested order, the operation of the Fund in the manner described in the application will be approved by a majority of the Fund's outstanding voting securities, as defined in the Act, or in the case of a Fund whose public shareholders purchase shares on the basis of a prospectus containing the disclosure contemplated by condition 2 below, by the initial shareholder(s) before offering shares of that Fund to the public.

2. Each Fund relying on the requested order will disclose in its prospectus the existence, substance, and effect of any order granted pursuant to the application. Each Fund will hold itself out to the public as utilizing the Manager of Managers Structure. The prospectus will prominently disclose that the Adviser has ultimate responsibility (subject to oversight by the Board) to oversee the Subadvisers and recommend their hiring, termination, and replacement.

3. Each Fund will inform shareholders of the hiring of a new Subadviser within 90 days after the hiring of the new Subadviser pursuant to the Modified Notice and Access Procedures.

4. The Advisers will not enter into a subadvisory agreement with any Affiliated Subadviser without such agreement, including the compensation to be paid thereunder, being approved

by the shareholders of the applicable Fund.

5. At all times, at least a majority of each Trust's Board will be Independent Trustees, and the nomination of new or additional Independent Trustees will be placed within the discretion of the then-existing Independent Trustees.

6. Whenever a subadviser change is proposed for a Fund with an Affiliated Subadviser, the applicable Board, including a majority of the Independent Trustees, will make a separate finding, reflected in the Board minutes, that such change is in the best interests of the Fund and its shareholders, and does not involve a conflict of interest from which the applicable Adviser or the Affiliated Subadviser derives an inappropriate advantage.

7. The Advisers will provide general management services to the Funds, including overall supervisory responsibility for the general management and investment of each Fund's assets, and, subject to review and approval of the applicable Board, will: (a) Set each Fund's overall investment strategies; (b) evaluate, select and recommend Subadvisers to manage all or a part of each Fund's assets; (c) allocate and, when appropriate, reallocate each Fund's assets among one or more Subadvisers; (d) monitor and evaluate the performance of Subadvisers; and (e) implement procedures reasonably designed to ensure that the Subadvisers comply with each Fund's investment objective, policies and restrictions.

8. No trustee or officer of the Trusts or the Funds, or director, manager or officer of the Advisers, will own, directly or indirectly (other than through a pooled investment vehicle that is not controlled by such person), any interest in a Subadviser, except for (a) ownership of interests in the Advisers or any entity that controls, is controlled by, or is under common control with the Advisers, or (b) ownership of less than 1% of the outstanding securities of any class of equity or debt of any publicly traded company that is either a Subadviser or an entity that controls, is controlled by or is under common control with a Subadviser.

9. Whenever a Subadviser is hired or terminated, the Adviser will provide the Board with information showing the expected impact on the profitability of the Adviser.

10. Each Fund relying on the requested order will disclose in its registration statement the Aggregate Fee Disclosure.

11. Each Adviser will provide the Board, no less frequently than quarterly,

with information about the profitability of the Adviser on a per-Fund basis. The information will reflect the impact on profitability of the hiring or termination of any Subadviser during the applicable quarter.

12. Independent legal counsel, as defined in rule 0-1(a)(6) under the Act, will be engaged to represent the Independent Trustees. The selection of such counsel will be within the discretion of the then-existing Independent Trustees.

13. In the event the Commission adopts a rule under the Act providing substantially similar relief to that in the order requested in the application, the requested order will expire on the effective date of that rule.

14. Any new Subadvisory Agreement or any amendment to a Fund's existing Advisory Agreement or Subadvisory Agreement that directly or indirectly results in an increase in the aggregate advisory fee rate payable by the Fund will be submitted to the Fund's shareholders for approval.

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

Jill M. Peterson,

Assistant Secretary.

[FR Doc. 2014-08526 Filed 4-14-14; 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 Thursday, April 17, 2014 at 2:00 p.m.

Commissioners, Counsel to the Commission, 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 her designee, has certified that, in her 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 matter at the Closed Meeting.

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

The subject matter of the Closed Meeting will be:

Institution and settlement of injunctive actions;

⁵ Applicants will only comply with conditions 9, 10, and 11 if they rely on the fee disclosure relief that would allow them to provide Aggregate Fee Disclosure.

institution and settlement of administrative proceedings; an adjudicatory matter; 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: April 10, 2014.

Jill M. Peterson,

Assistant Secretary.

[FR Doc. 2014-08586 Filed 4-11-14; 11:15 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-71912; File No. SR-NYSEArca-2014-33]

Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Amending the NYSE Arca Equities Schedule of Fees and Charges for Exchange Services To Raise the Fee and Fee Cap for Market and Auction-Only Orders Executed in an Opening, Market Order or Trading Halt Auction; Modify the Fees Charges for Routing Orders To The New York Stock Exchange LLC; and Modify Certain Credits in the Basic Rate Pricing

April 9, 2014.

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 (the "Act")² and Rule 19b-4 thereunder,³ notice is hereby given that, on March 26, 2014, 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, II, and III 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 the Substance of the Proposed Rule Change

The Exchange proposes to amend the NYSE Arca Equities Schedule of Fees and Charges for Exchange Services ("Fee Schedule") to (i) raise the fee and fee cap for Market and Auction-Only

Orders executed in an Opening, Market Order or Trading Halt Auction; (ii) modify the fees that it charges for routing orders to the New York Stock Exchange LLC ("NYSE"); and (iii) modify certain credits in the Basic Rate pricing. The Exchange proposes to implement the changes on April 1, 2014. The text of the proposed rule change is available on the Exchange's Web site at www.nyse.com, at the principal office of the Exchange, and at the Commission's Public Reference Room.

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 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 Change

1. Purpose

The Exchange proposes to amend the Fee Schedule to (i) raise the fee and fee cap for Market and Auction-Only Orders executed in an Opening, Market Order or Trading Halt Auction; (ii) modify the fees that it charges for routing orders to the NYSE; and (iii) modify certain credits in the Basic Rate pricing. The Exchange proposes to implement the changes on April 1, 2014.

The Exchange currently charges \$0.0005 per share for Market and Auction-Only Orders executed in an Opening, Market Order or Trading Halt Auction. The Exchange proposes to raise this fee from \$0.0005 to \$0.0010 per share. The Exchange also proposes to raise the monthly fee cap for Market and Auction-Only Orders executed in an Opening, Market Order or Trading Halt Auction. Currently, the fees are capped at \$15,000. The Exchange proposes to raise the fee cap to \$20,000. These changes are consistent with changes proposed by the NYSE to become effective on April 1, 2014.⁴

The NYSE introduced modifications to its transaction fee structures, including changes to the rates for taking

liquidity, which became effective on March 1, 2014.⁵ In addition, the NYSE is proposing modifications to its at the opening or at the opening only orders to become effective on April 1, 2014.⁶ The Exchange's current fees for routing orders in securities with a per share price of \$1.00 or more to the NYSE are closely related to the NYSE's fees for taking liquidity in such securities, and the Exchange is proposing an adjustment to its routing fees to maintain the existing relationship to the new fees in place at the NYSE.

Currently, the NYSE charges a transaction fee for certain transactions in securities with a per share price of \$1.00 or more based on the characteristics of the transaction. Among other changes, the NYSE Fee Filing proposed to increase the charge for transactions that do not have a specified per share charge based on their characteristics ("all other" transactions). The NYSE Fee Filing increased the per share charge for all other non-floor broker transactions (i.e., when taking liquidity from the Exchange) from \$0.0025 to \$0.0026 per transaction.

Currently, for the Exchange's Tier 1, Tier 2, Tier 3, Step Up Tier 1, and Step Up Tier 2 customers, the fee for routing orders in Tape A securities to the NYSE outside the book is equal to the previous NYSE fee of \$0.0025 per share for all other non-floor broker transactions in securities with a per share price of \$1.00 or more, and the fee for routing such orders to the NYSE for non-tier (i.e., Basic Rate) customers is \$0.0027 per share.⁷ Consequently, the Exchange is proposing to increase each of those fees by \$0.0001 to \$0.0026 per share and \$0.0028 per share, respectively, consistent with the \$0.0001 increase in the NYSE fee for all other non-floor broker transactions.

In addition, the Exchange currently charges \$0.0023 per share for Primary Sweep Orders⁸ in Tape A securities that

⁵ See Securities Exchange Act Release No. 71684 (March 11, 2014), 78 FR 14758 (March 17, 2014) (SR-NYSE-2014-09) (the "NYSE Fee Filing").

⁶ See *supra* note 4.

⁷ The other tiers in the Fee Schedule do not specify a fee for routing orders in Tape A securities to the NYSE outside the book. However, such tiers provide that if a fee (or credit) is not included in the tier, the relevant tiered or Basic Rate applies based on a firm's qualifying levels. Accordingly, for orders in Tape A securities routed to the NYSE outside the book, ETP Holders and Market Makers that qualify for another tier would default to the Tier 1, Tier 2, Tier 3, Step Up Tier 1, Step Up Tier 2 or Basic Rate that applied to them based on their qualifying levels.

⁸ A Primary Sweep Order is a Primary Only ("PO") Order (i.e., a market or limit order that is to be routed to the primary market) that first sweeps the NYSE Arca book. See NYSE Arca Equities Rules 7.31(x) and (kk).

¹ 15 U.S.C. 78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

⁴ See SR-NYSE-2014-18.