

(i) The relevant Adviser will notify the Company of the proposed transaction at the earliest practical time; and

(ii) TSL Advisers will formulate a recommendation as to the proposed participation, including the amount of the proposed Follow-On Investment, by the Company.

(b) The Company has the right to participate in the Follow-On Investment to the full extent TSL Advisers deems appropriate, and the participating Affiliated Funds will be allocated the remaining excess amount.

(c) TSL Advisers will provide its 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 interest.

(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.

8. The Independent Directors will be provided quarterly for review all information concerning Potential Co-Investment Transactions and Co-Investment Transactions, including investments made by an Affiliated Fund that the Company participated in and investments made by an Affiliated Fund that the Company considered but declined to co-invest in, so that the Independent Directors may determine whether all investments made during the preceding quarter, including those investments that 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.

9. 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 the Required Majority under section 57(f).

10. 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 of the Affiliated Funds.

11. 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 Securities Act) will, to the extent not payable by

the Advisers to Affiliated Funds under their respective investment advisory agreements with the Affiliated Funds, be shared by the Company and the Affiliated Funds in proportion to the relative amounts of the securities to be acquired, held or disposed of, as the case may be.

12. Any transaction fee (including any break-up fees or commitment fees but excluding broker's fees contemplated 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 the Affiliated Funds 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 such investment 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 Funds based on the amount they invest in such Co-Investment Transaction. None of the Affiliated Funds, 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 Funds, 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 Funds' respective investment advisory agreements).

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

**Kevin M. O'Neill,**

*Deputy Secretary.*

[FR Doc. 2014-27696 Filed 11-21-14; 8:45 am]

**BILLING CODE 8011-01-P**

## SECURITIES AND EXCHANGE COMMISSION

[Release No. PA-52; File No. S7-11-14]

### Privacy Act of 1974: Systems of Records

**AGENCY:** Securities and Exchange Commission.

**ACTION:** Notice to revise two existing systems of records.

**SUMMARY:** In accordance with the requirements of the Privacy Act of 1974, as amended, 5 U.S.C. 552a, the Securities and Exchange Commission ("Commission" or "SEC") proposes to revise two existing systems of records, "Administrative Proceeding Files (SEC-36)", last published in the **Federal Register** Volume 62 FR 47884 (September 11, 1997) and "Information Pertaining or Relevant to SEC Regulated Entities and Their Activities" (SEC-55), last published in the **Federal Register** Volume 75 FR 35853 (June 23, 2010).

**DATES:** The proposed system will become effective January 5, 2015 unless further notice is given. The Commission will publish a new notice if the effective date is delayed to review comments or if changes are made based on comments received. To be assured of consideration, comments should be received on or before December 24, 2014.

**ADDRESSES:** Comments may be submitted by any of the following methods:

#### *Electronic Comments*

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/other.shtml>); or
- Send an email to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number S7-11-14 on the subject line.

#### *Paper Comments*

Send paper comments in triplicate to Brent J. Fields, Secretary, U.S. Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549-1090. All submissions should refer to File Number S7-11-14. This file number should be included on the subject line if email is used. To help 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/other.shtml>). Comments are also available for Web site viewing and printing in the Commission's Public Reference Room, 100 F Street NE., Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. All comments received will be posted without change; we do not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

**FOR FURTHER INFORMATION CONTACT:** Todd Scharf, Acting Chief Privacy Officer, Office of Information Technology, 202-551-8800.

**SUPPLEMENTARY INFORMATION:**

The Commission proposes to revise two existing systems of records, “Administrative Proceeding Files (SEC–36),” and “Information Pertaining or Relevant to SEC Regulated Entities and Their Activities (SEC–55).”

The Administrative Proceedings Files (SEC–36) records are used in any proceeding where the federal securities laws are in issue or in which the Commission, or past or present members of its staff, is a party or otherwise involved in an official capacity. The SEC–36 system of records contains records on individuals that are involved in administrative proceedings before the SEC, including participants, witnesses, attorneys, and SEC employees. Substantive changes to SEC–36 have been made to the following sections: (1) Categories of Individuals, to clarify specific individuals covered in the records; (2) Categories of Records, to add specific data elements collected on individuals, to include, names, addresses, email addresses, telephone numbers, and fax numbers; (3) Purpose, to state the purpose of the system, which was omitted in the last publication; (4) Authority for Maintenance of the System, to add additional regulatory authority authorizing the collection of information; (5) Routine Uses, to clarify categories of users in two routine uses located at numbers 2 and 13, to delete one routine use previously located at number 2, and to expand by seven routine uses located at numbers 1, 4, and 19–23; and (6) Storage, to expand to include electronic media. Additional minor administrative changes have been made to the Record Source Categories, Retrievability and Safeguards sections, to clarify internal handling practices for the records; and to the Notification, Access and Contesting Procedures sections, to update the Commission’s current address.

The Information Pertaining or Relevant to SEC Regulated Entities and Their Activities (SEC–55) records are used by SEC personnel in connection with their official functions, including but not limited to, conducting examinations for compliance with federal securities law, investigating possible violations of federal securities laws, and other matters relating to SEC regulatory and law enforcement functions. Substantive changes to SEC–55 have been made to the following sections: (1) Name, to clarify the type of records in the system; (2) Categories of Individuals, to clarify the specific individuals covered in the system of records; (3) Categories of Records, modified to include specific data elements collected on individuals,

name, address, telephone number, and email address; and (4) Routine Uses, to expand by one new routine use located at number 22. Additional minor administrative changes have been made to the Safeguards section, to clarify internal handling practices for the records; and to the System Manager(s) and Address Section, to update the Commission’s current address.

The Commission has submitted a report of the revised systems of records to the appropriate Congressional Committees and to the Director of the Office of Management and Budget (“OMB”) as required by 5 U.S.C. 552a(r) (Privacy Act of 1974) and guidelines issued by OMB on December 12, 2000 (65 FR 77677).

Accordingly, the Commission is proposing to revise two existing systems of records to read as follows:

#### **SEC–36**

##### **SYSTEM NAME:**

Administrative Proceeding Files.

##### **SYSTEM LOCATION:**

Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549.

##### **CATEGORIES OF INDIVIDUALS COVERED BY THE SYSTEM:**

Records are maintained on all individuals that are involved in administrative proceedings before the SEC, including, participants, witnesses, attorneys, SEC employees, contractors, students, interns, volunteers, affiliates, and others working on behalf of the SEC.

##### **CATEGORIES OF RECORDS IN THE SYSTEM:**

Records may include the names, addresses, email addresses, telephone numbers, and fax numbers of individuals named as participants; witnesses; attorneys; SEC employees and others working on behalf of the SEC. Additionally, records include orders for proceedings, answers, motions, responses, orders, offers of settlement and other pleadings, transcripts of all hearings and documents introduced as evidence therein; other relevant documents; and correspondence relating to proceedings.

##### **PURPOSE(S):**

The records in this system may be utilized in any proceeding where the Federal securities laws are in issue or in which the Commission or past or present members of its staff is a party or otherwise involved in an official capacity.

##### **AUTHORITY FOR MAINTENANCE OF THE SYSTEM:**

15 U.S.C. 77h(e), 77u, 78v, 78o(b), 80a–40, and 80b–12; the Commission’s Rules of Practice, 17 CFR 201.100–900 and the Commission’s Rules of Fair Fund and Disgorgement Plans, 17 CFR 201.1100–1106.

##### **ROUTINE USES OF RECORDS MAINTAINED IN THE SYSTEM, INCLUDING CATEGORIES OF USERS AND THE PURPOSES OF SUCH USES:**

In addition to those disclosures generally permitted under 5 U.S.C. 552a(b) of the Privacy Act, these records or information contained therein may specifically be disclosed outside the Commission as a routine use pursuant to 5 U.S.C. 552 a(b)(3) as follows:

1. To appropriate agencies, entities, and persons when (a) it is suspected or confirmed that the security or confidentiality of information in the system of records has been compromised; (b) the SEC has determined that, as a result of the suspected or confirmed compromise, there is a risk of harm to economic or property interests, identity theft or fraud, or harm to the security or integrity of this system or other systems or programs (whether maintained by the SEC or another agency or entity) that rely upon the compromised information; and (c) the disclosure made to such agencies, entities, and persons is reasonably necessary to assist in connection with the SEC’s efforts to respond to the suspected or confirmed compromise and prevent, minimize, or remedy such harm.

2. To other federal, state, local, or foreign law enforcement agencies; securities self-regulatory organizations; and foreign financial regulatory authorities to assist in or coordinate regulatory or law enforcement activities with the SEC.

3. To national securities exchanges and national securities associations that are registered with the SEC, the Municipal Securities Rulemaking Board; the Securities Investor Protection Corporation; the Public Company Accounting Oversight Board; the federal banking authorities, including, but not limited to, the Board of Governors of the Federal Reserve System, the Comptroller of the Currency, and the Federal Deposit Insurance Corporation; state securities regulatory agencies or organizations; or regulatory authorities of a foreign government in connection with their regulatory or enforcement responsibilities.

4. By SEC personnel for purposes of investigating possible violations of, or to conduct investigations authorized by, the federal securities laws.

5. In any proceeding where the federal securities laws are in issue or in which the Commission, or past or present members of its staff, is a party or otherwise involved in an official capacity.

6. In connection with proceedings by the Commission pursuant to Rule 102(e) of its Rules of Practice, 17 CFR 201.102(e).

7. To a bar association, state accountancy board, or other federal, state, local, or foreign licensing or oversight authority; or professional association or self-regulatory authority to the extent that it performs similar functions (including the Public Company Accounting Oversight Board) for investigations or possible disciplinary action.

8. To a federal, state, local, tribal, foreign, or international agency, if necessary to obtain information relevant to the SEC's decision concerning the hiring or retention of an employee; the issuance of a security clearance; the letting of a contract; or the issuance of a license, grant, or other benefit.

9. To a federal, state, local, tribal, foreign, or international agency in response to its request for information concerning the hiring or retention of an employee; the issuance of a security clearance; the reporting of an investigation of an employee; the letting of a contract; or the issuance of a license, grant, or other benefit by the requesting agency, to the extent that the information is relevant and necessary to the requesting agency's decision on the matter.

10. To produce summary descriptive statistics and analytical studies, as a data source for management information, in support of the function for which the records are collected and maintained or for related personnel management functions or manpower studies; may also be used to respond to general requests for statistical information (without personal identification of individuals) under the Freedom of Information Act.

11. To any trustee, receiver, master, special counsel, or other individual or entity that is appointed by a court of competent jurisdiction, or as a result of an agreement between the parties in connection with litigation or administrative proceedings involving allegations of violations of the federal securities laws (as defined in section 3(a)(47) of the Securities Exchange Act of 1934, 15 U.S.C. 78c(a)(47)) or pursuant to the Commission's Rules of Practice, 17 CFR 201.100-900 or the Commission's Rules of Fair Fund and Disgorgement Plans, 17 CFR 201.1100-1106, or otherwise, where such trustee,

receiver, master, special counsel, or other individual or entity is specifically designated to perform particular functions with respect to, or as a result of, the pending action or proceeding or in connection with the administration and enforcement by the Commission of the federal securities laws or the Commission's Rules of Practice or the Rules of Fair Fund and Disgorgement Plans.

12. To any persons during the course of any inquiry, examination, or investigation conducted by the SEC's staff, or in connection with civil litigation, if the staff has reason to believe that the person to whom the record is disclosed may have further information about the matters related therein, and those matters appeared to be relevant at the time to the subject matter of the inquiry.

13. To interns, grantees, experts, contractors, and others who have been engaged by the Commission to assist in the performance of a service related to this system of records and who need access to the records for the purpose of assisting the Commission in the efficient administration of its programs, including by performing clerical, stenographic, or data analysis functions, or by reproduction of records by electronic or other means. Recipients of these records shall be required to comply with the requirements of the Privacy Act of 1974, as amended, 5 U.S.C. 552a.

14. In reports published by the Commission pursuant to authority granted in the federal securities laws (as such term is defined in section 3(a)(47) of the Securities Exchange Act of 1934, 15 U.S.C. 78c(a)(47)), which authority shall include, but not be limited to, section 21(a) of the Securities Exchange Act of 1934, 15 U.S.C. 78u(a)).

15. To members of advisory committees that are created by the Commission or by Congress to render advice and recommendations to the Commission or to Congress, to be used solely in connection with their official designated functions.

16. To any person who is or has agreed to be subject to the Commission's Rules of Conduct, 17 CFR 200.735-1 to 200.735-18, and who assists in the investigation by the Commission of possible violations of the federal securities laws (as such term is defined in section 3(a)(47) of the Securities Exchange Act of 1934, 15 U.S.C. 78c(a)(47)), in the preparation or conduct of enforcement actions brought by the Commission for such violations, or otherwise in connection with the Commission's enforcement or regulatory

functions under the federal securities laws.

17. To a Congressional office from the record of an individual in response to an inquiry from the Congressional office made at the request of that individual.

18. To members of Congress, the press and the public in response to inquiries relating to particular Registrants and their activities, and other matters under the Commission's jurisdiction. In matters involving public proceedings, most of the records are available to the public.

19. To prepare and publish information relating to violations of the federal securities laws as provided in 15 U.S.C. 78c(a)(47), as amended.

20. To respond to subpoenas in any litigation or other proceeding.

21. To a trustee in bankruptcy.

22. To members of Congress, the General Accountability Office, or others charged with monitoring the work of the Commission or conducting records management inspections.

23. To any governmental agency, governmental or private collection agent, consumer reporting agency or commercial reporting agency, governmental or private employer of a debtor, or any other person, for collection, including collection by administrative offset, federal salary offset, tax refund offset, or administrative wage garnishment, of amounts owed as a result of Commission civil or administrative proceedings.

**POLICIES AND PRACTICES FOR STORING, RETRIEVING, ACCESSING, RETAINING, AND DISPOSING OF RECORDS IN THE SYSTEM:**

**STORAGE:**

Records are maintained in electronic and paper format. Electronic records are stored in computerized databases and/or electronic storage devices. Paper records and records on electronic storage devices may be stored in locked file rooms and/or file cabinets and/or secured buildings.

**RETRIEVABILITY:**

Records are retrievable by party name, case name and/or commission file number through searchable databases. In some instances records may be retrieved by email address.

**SAFEGUARDS:**

Access to SEC facilities, data centers, and information or information systems is limited to authorized personnel with official duties requiring access. SEC facilities are equipped with security cameras and 24-hour security guard service. The records are kept in limited access areas during duty hours and

secured areas at all other times. Computerized records are safeguarded in secured, encrypted environment. Security protocols meet the promulgating guidance as established by the National Institute of Standards and Technology (NIST) Security Standards from Access Control to Data Encryption, and Security Assessment & Authorization (SA&A). Records will be maintained in a secure, password-protected electronic system that will utilize commensurate safeguards that may include: Firewalls, intrusion detection and prevention systems, and role-based access controls. Additional safeguards will vary by program. All records are protected from unauthorized access through appropriate administrative, operational, and technical safeguards. These safeguards include: Restricting access to authorized personnel who have a "need to know"; using locks; and password protection identification features. Contractors and other recipients providing services to the Commission shall be required to maintain equivalent safeguards.

**RETENTION AND DISPOSAL:**

These records will be maintained until they become inactive, at which time they will be retired or destroyed in accordance with records schedules of the United States Securities and Exchange Commission and as approved by the National Archives and Records Administration

**SYSTEM MANAGER(S) AND ADDRESS:**

Secretary, Office of the Secretary, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549-1091.

**NOTIFICATION PROCEDURE:**

All requests to determine whether this system of records contains a record pertaining to the requesting individual may be directed to the FOIA/PA Officer, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549-2736.

**RECORD ACCESS PROCEDURES:**

Persons wishing to obtain information on the procedures for gaining access to or contesting the contents of these records may contact the FOIA/PA Officer, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549-2736.

**CONTESTING RECORD PROCEDURES:**

See Record access procedures above.

**RECORD SOURCE CATEGORIES:**

Records are obtained from any person named as a respondent in an order instituting proceedings, any applicant

named in the caption of any order, persons entitled to notice in any proceeding, any person seeking Commission review of a decision, any person representing a party in a proceeding and/or SEC personnel from a division or office assigned primary responsibility by the Commission to participate in a particular proceeding. Additionally, information may be obtained from any papers filed with the Commission in connection with a proceeding and internal Commission files.

**EXEMPTIONS CLAIMED FOR THE SYSTEM:**

None.

**SEC-55**

**SYSTEM NAME:**

Information Pertaining or Relevant to SEC Regulated Entities and Their Activities.

**SYSTEM LOCATION:**

Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549. Records also are maintained in the SEC Regional Offices.

**CATEGORIES OF INDIVIDUALS COVERED BY THE SYSTEM:**

Records concern individuals associated with entities or persons that are regulated by the SEC to include broker-dealers, investment advisers, investment companies, self-regulatory organizations, clearing agencies, nationally recognized statistical rating organizations, transfer agents, municipal securities dealers, municipal advisors, security-based swap dealers, security-based swap data repositories, major security-based swap participants, security-based swap execution facilities, and funding portals (individually, a "Regulated Entity;" collectively, "Regulated Entities"). Records may also concern persons, directly or indirectly, with whom Regulated Entities or their affiliates have client relations or business arrangements.

**CATEGORIES OF RECORDS IN THE SYSTEM:**

Records may contain Regulated Entities' and their associated persons' names, addresses, telephone numbers and email addresses. Additionally, there may be information relating to the business activities and transactions of Regulated Entities and their associated persons, as well as their compliance with provisions of the federal securities laws and with other applicable rules.

**AUTHORITY FOR MAINTENANCE OF THE SYSTEM:**

15 U.S.C. 78a *et seq.*, 80a-1 *et seq.*, and 80b-1 *et seq.*

**PURPOSE(S):**

1. For use by authorized SEC personnel in connection with their official functions including, but not limited to, conducting examinations for compliance with federal securities laws, investigations into possible violations of the federal securities laws, and other matters relating to the SEC's regulatory and law enforcement functions.

2. To maintain continuity within the SEC as to each Regulated Entity and to provide SEC staff with the background and results of earlier examinations of Regulated Entities, as well as an insight into current industry practices or possible regulatory compliance issues.

3. To conduct lawful relational searches or analysis or filtering of data in matters relating to the SEC's examination, regulatory or law enforcement functions.

**ROUTINE USES OF RECORDS MAINTAINED IN THE SYSTEM, INCLUDING CATEGORIES OF USERS AND THE PURPOSES OF SUCH USES:**

In addition to those disclosures generally permitted under 5 U.S.C. 552a(b) of the Privacy Act, these records or information contained therein may specifically be disclosed outside the Commission as a routine use pursuant to 5 U.S.C. 552a(b)(3) as follows:

1. To appropriate agencies, entities, and persons when (a) it is suspected or confirmed that the security or confidentiality of information in the system of records has been compromised; (b) the SEC has determined that, as a result of the suspected or confirmed compromise, there is a risk of harm to economic or property interests, identity theft or fraud, or harm to the security or integrity of this system or other systems or programs (whether maintained by the SEC or another agency or entity) that rely upon the compromised information; and (c) the disclosure made to such agencies, entities, and persons is reasonably necessary to assist in connection with the SEC's efforts to respond to the suspected or confirmed compromise and prevent, minimize, or remedy such harm.

2. To other federal, state, local, or foreign law enforcement agencies; securities self-regulatory organizations; and foreign financial regulatory authorities to assist in or coordinate regulatory or law enforcement activities with the SEC.

3. To national securities exchanges and national securities associations that are registered with the SEC, the Municipal Securities Rulemaking Board; the Securities Investor Protection Corporation; the Public Company Accounting Oversight Board; the federal

banking authorities, including, but not limited to, the Board of Governors of the Federal Reserve System, the Comptroller of the Currency, and the Federal Deposit Insurance Corporation; state securities regulatory agencies or organizations; or regulatory authorities of a foreign government in connection with their regulatory or enforcement responsibilities.

4. By SEC personnel for purposes of investigating possible violations of, or to conduct investigations authorized by, the federal securities laws.

5. In any proceeding where the federal securities laws are in issue or in which the Commission, or past or present members of its staff, is a party or otherwise involved in an official capacity.

6. In connection with proceedings by the Commission pursuant to Rule 102(e) of its Rules of Practice, 17 CFR 201.102(e).

7. To a bar association, state accountancy board, or other federal, state, local, or foreign licensing or oversight authority; or professional association or self-regulatory authority to the extent that it performs similar functions (including the Public Company Accounting Oversight Board) for investigations or possible disciplinary action.

8. To a federal, state, local, tribal, foreign, or international agency, if necessary to obtain information relevant to the SEC's decision concerning the hiring or retention of an employee; the issuance of a security clearance; the letting of a contract; or the issuance of a license, grant, or other benefit.

9. To a federal, state, local, tribal, foreign, or international agency in response to its request for information concerning the hiring or retention of an employee; the issuance of a security clearance; the reporting of an investigation of an employee; the letting of a contract; or the issuance of a license, grant, or other benefit by the requesting agency, to the extent that the information is relevant and necessary to the requesting agency's decision on the matter.

10. To produce summary descriptive statistics and analytical studies, as a data source for management information, in support of the function for which the records are collected and maintained or for related personnel management functions or manpower studies; may also be used to respond to general requests for statistical information (without personal identification of individuals) under the Freedom of Information Act.

11. To any trustee, receiver, master, special counsel, or other individual or

entity that is appointed by a court of competent jurisdiction, or as a result of an agreement between the parties in connection with litigation or administrative proceedings involving allegations of violations of the federal securities laws (as defined in section 3(a)(47) of the Securities Exchange Act of 1934, 15 U.S.C. 78c(a)(47)) or pursuant to the Commission's Rules of Practice, 17 CFR 201.100–900 or the Commission's Rules of Fair Fund and Disgorgement Plans, 17 CFR 201.1100–1106, or otherwise, where such trustee, receiver, master, special counsel, or other individual or entity is specifically designated to perform particular functions with respect to, or as a result of, the pending action or proceeding or in connection with the administration and enforcement by the Commission of the federal securities laws or the Commission's Rules of Practice or the Rules of Fair Fund and Disgorgement Plans.

12. To any persons during the course of any inquiry, examination, or investigation conducted by the SEC's staff, or in connection with civil litigation, if the staff has reason to believe that the person to whom the record is disclosed may have further information about the matters related therein, and those matters appeared to be relevant at the time to the subject matter of the inquiry.

13. To interns, grantees, experts, contractors, and others who have been engaged by the Commission to assist in the performance of a service related to this system of records and who need access to the records for the purpose of assisting the Commission in the efficient administration of its programs, including by performing clerical, stenographic, or data analysis functions, or by reproduction of records by electronic or other means. Recipients of these records shall be required to comply with the requirements of the Privacy Act of 1974, as amended, 5 U.S.C. 552a.

14. In reports published by the Commission pursuant to authority granted in the federal securities laws (as such term is defined in section 3(a)(47) of the Securities Exchange Act of 1934, 15 U.S.C. 78c(a)(47)), which authority shall include, but not be limited to, section 21(a) of the Securities Exchange Act of 1934, 15 U.S.C. 78u(a)).

15. To members of advisory committees that are created by the Commission or by Congress to render advice and recommendations to the Commission or to Congress, to be used solely in connection with their official designated functions.

16. To any person who is or has agreed to be subject to the Commission's Rules of Conduct, 17 CFR 200.735–1 to 200.735–18, and who assists in the investigation by the Commission of possible violations of the federal securities laws (as such term is defined in section 3(a)(47) of the Securities Exchange Act of 1934, 15 U.S.C. 78c(a)(47)), in the preparation or conduct of enforcement actions brought by the Commission for such violations, or otherwise in connection with the Commission's enforcement or regulatory functions under the federal securities laws.

17. To a Congressional office from the record of an individual in response to an inquiry from the Congressional office made at the request of that individual.

18. To members of Congress, the press, and the public in response to inquiries relating to particular Registrants and their activities, and other matters under the Commission's jurisdiction.

19. To prepare and publish information relating to violations of the federal securities laws as provided in 15 U.S.C. 78c(a)(47), as amended.

20. To respond to subpoenas in any litigation or other proceeding.

21. To a trustee in bankruptcy.

22. To any governmental agency, governmental or private collection agent, consumer reporting agency or commercial reporting agency, governmental or private employer of a debtor, or any other person, for collection, including collection by administrative offset, federal salary offset, tax refund offset, or administrative wage garnishment, of amounts owed as a result of Commission civil or administrative proceedings.

23. To members of Congress, the Government Accountability Office, or others charged with monitoring the work of the Commission or conducting records management inspections.

**POLICIES AND PRACTICES FOR STORING, RETRIEVING, ACCESSING, RETAINING, AND DISPOSING OF RECORDS IN THE SYSTEM:**

**STORAGE:**

Records are maintained in electronic and paper format. Electronic records are stored in computerized databases and/or electronic storage devices. Paper records and records on electronic storage devices may be stored in locked file rooms and/or file cabinets and/or secured buildings.

**RETRIEVABILITY:**

Information is indexed by name of the Regulated Entity or by certain SEC identification numbers. Information

regarding individuals may be obtained through the use of cross-reference methodology or some form of personal identifier. Access for inquiry purposes is via a computer terminal.

#### **SAFEGUARDS:**

Access to SEC facilities, data centers, and information or information systems is limited to authorized personnel with official duties requiring access. SEC facilities are equipped with security cameras and 24-hour security guard service. The records are kept in limited access areas during duty hours and secured areas at all other times. Computerized records are safeguarded in secured, encrypted environment. Security protocols meet the promulgating guidance as established by the National Institute of Standards and Technology (NIST) Security Standards from Access Control to Data Encryption, and Security Assessment & Authorization (SA&A). Records will be maintained in a secure, password-protected electronic system that will utilize commensurate safeguards that may include: firewalls, intrusion detection and prevention systems, and role-based access controls. Additional safeguards will vary by program. All records are protected from unauthorized access through appropriate administrative, operational, and technical safeguards. These safeguards include: restricting access to authorized personnel who have a "need to know"; using locks; and password protection identification features. Contractors and other recipients providing services to the Commission shall be required to maintain equivalent safeguards.

#### **RETENTION AND DISPOSAL:**

These records will be maintained until they become inactive, at which time they will be retired or destroyed in accordance with records schedules of the United States Securities and Exchange Commission and as approved by the National Archives and Records Administration.

#### **SYSTEM MANAGER(S) AND ADDRESS:**

Chief Information Officer, Office of Information Technology, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549-4949.

#### **NOTIFICATION PROCEDURE:**

All requests to determine whether this system of records contains a record pertaining to the requesting individual may be directed to the FOIA/PA Officer, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549-2736.

#### **RECORD ACCESS PROCEDURES:**

Persons wishing to obtain information on the procedures for gaining access to or contesting the contents of these records may contact the FOIA/PA Officer, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549-2736.

#### **CONTESTING RECORD PROCEDURES:**

See Record Access Procedures above.

#### **RECORD SOURCE CATEGORIES:**

Record sources include filings made by Regulated Entities; information obtained through examinations or investigations of Regulated Entities and their activities; information contained in SEC correspondence with Regulated Entities; information received from other federal, state, local, foreign or other regulatory organizations or law enforcement agencies; complaint information received by the SEC via letters, telephone calls, emails or any other form of communication; and data obtained from third-party sources.

#### **EXEMPTIONS CLAIMED FOR THE SYSTEM:**

None.

By the Commission.  
Dated: November 19, 2014.

**Brent J. Fields,**  
*Secretary.*

#### **Report Of Notice To Revise A System Of Records**

*System Name:* Administrative Proceeding Files (SEC-36).

*Introduction:* In accordance with the requirements of the Privacy Act of 1974, 5 U.S.C. 552a, the Securities and Exchange Commission ("Commission" or "SEC") proposes to revise the system of records titled "Administrative Proceeding Files (SEC-36)." Administrative Proceeding Files (SEC-36) records are used by SEC personnel in connection with any proceeding where the federal securities laws are in issue or in which the Commission or past or present members of its staff is a party or otherwise involved in an official capacity. Substantive changes to SEC-36 have been made to the following sections: (1) Categories of Individuals, to clarify specific individuals covered in the records; (2) Categories of Records, to add specific data elements collected on individuals, to include, names, addresses, email addresses, telephone numbers, and fax numbers; (3) Purpose, to state the purpose of the system, which was omitted in the last publication; (4) Authority for Maintenance of the System, to add additional regulatory authority authorizing the collection of information; (5) Routine Uses, to clarify

categories of users in two routines uses located at numbers 2 and 13, to delete one routine use previously located at number 2, and to expand by seven routine uses located at numbers 1, 4, and 19-23; and (6) Storage, to expand to include electronic media. Additional minor administrative changes have been made to the Record Source Categories, Retrievability and Safeguards sections, to clarify internal handling practices for the records; and to the Notification, Access and Contesting Procedures sections, to update the Commission's current address.

*Purpose:* The records are used in any proceeding where the federal securities laws are in issue or in which the Commission, or past or present members of its staff is a party or otherwise involved in an official capacity.

*Authority:* 15 U.S.C. 77h(e), 77u, 78v, 78o(b), 80a-40, and 80b-12; the Commission's Rules of Practice, 17 CFR 201.100-900 and the Commission's Rules of Fair Fund and Disgorgement Plans, 17 CFR 201.1100-1106.

*Probable effect on individual privacy or other rights:* The records in this system may reveal personal information about individuals. We will disclose information under the routine uses only as necessary to accomplish the stated purpose. We do not anticipate that the routine use disclosures will have an unwarranted adverse effect on the rights of the individuals to whom the records pertain.

*Security provided for this system:* Access to SEC facilities, data centers, and information or information systems is limited to authorized personnel with official duties requiring access. SEC facilities are equipped with security cameras and 24-hour security guard service. The records are kept in limited access areas during duty hours and secured areas at all other times. Computerized records are safeguarded in secured, encrypted environment. Security protocols meet the promulgating guidance as established by the National Institute of Standards and Technology (NIST) Security Standards from Access Control to Data Encryption, and Security Assessment & Authorization (SA&A). Records will be maintained in a secure, password-protected electronic system that will utilize commensurate safeguards that may include: firewalls, intrusion detection and prevention systems, and role-based access controls. Additional safeguards will vary by program. All records are protected from unauthorized access through appropriate administrative, operational, and technical safeguards. These safeguards

include: restricting access to authorized personnel who have a “need to know”; using locks; and password protection identification features. Contractors and other recipients providing services to the Commission shall be required to maintain equivalent safeguards.

*Compatibility of routine uses:* The Privacy Act (5 U.S.C. 552a(a)(7) and (b)(3)) and SEC disclosure regulation (17 CFR 200, Subpart H) permit disclosure of information under a published routine use for a purpose that is compatible with the purpose for which the information was collected. The routine uses are appropriate and meet the relevant statutory and regulatory criteria; are compatible with the purposes of this system; and will ensure efficient administration of the records contained in the system.

*OMB Requirements:* A report of this revised system of records must be transmitted to OMB.

*OPM Requirements:* None.

### Report Of Notice To Revise A System Of Records

*System Name:* Information Pertaining or Relevant to SEC Regulated Entities and Their Activities (SEC-55).

*Introduction:* In accordance with the requirements of the Privacy Act of 1974, 5 U.S.C. 552a, the Securities and Exchange Commission (“Commission” or “SEC”) proposes to revise the system of records titled “Information Pertaining or Relevant to SEC Regulated Entities and Their Activities (SEC-55). The Information Pertaining or Relevant to SEC Regulated Entities and Their Activities (SEC-55) records are used by SEC personnel in connection with their official functions, including but not limited to, conducting examinations for compliance with federal securities law, investigating possible violations of federal securities laws, and other matters relating to SEC regulatory and law enforcement functions. Substantive changes to SEC-55 have been made to the following sections: (1) Name, to clarify the type of records in the system; (2) Categories of Individuals, to clarify the specific individuals covered in the system of records; (3) Categories of Records, modified to include specific data elements collected on individuals, name, address, telephone number, and email address; and (4) Routine Uses, to expand by one new routine use located at number 22. Additional minor administrative changes have been made to the Safeguards section, to clarify internal handling practices for the records; and to the System Manager(s) and Address Section, to update the Commission’s current address.

*Purpose:* The records are used by SEC personnel in connection with their official functions including but not limited to, conducting examinations for compliance with federal securities law, investigating possible violations of federal securities laws, and other matters relating to SEC regulatory and law enforcement functions.

*Authority:* 15 U.S.C. 78a *et seq.*, 80a-1 *et seq.*, and 80b-1 *et seq.*

*Probable effect on individual privacy or other rights:* The records in this system may reveal personal information about individuals. We will disclose information under the routine uses only as necessary to accomplish the stated purpose. We do not anticipate that the routine use disclosures will have an unwarranted adverse effect on the rights of the individuals to whom the records pertain.

*Security provided for this system:* Access to SEC facilities, data centers, and information or information systems is limited to authorized personnel with official duties requiring access. SEC facilities are equipped with security cameras and 24-hour security guard service. The records are kept in limited access areas during duty hours and secured areas at all other times. Computerized records are safeguarded in secured, encrypted environment. Security protocols meet the promulgating guidance as established by the National Institute of Standards and Technology (NIST) Security Standards from Access Control to Data Encryption, and Security Assessment & Authorization (SA&A). Records will be maintained in a secure, password-protected electronic system that will utilize commensurate safeguards that may include: firewalls, intrusion detection and prevention systems, and role-based access controls. Additional safeguards will vary by program. All records are protected from unauthorized access through appropriate administrative, operational, and technical safeguards. These safeguards include: restricting access to authorized personnel who have a “need to know”; using locks; and password protection identification features. Contractors and other recipients providing services to the Commission shall be required to maintain equivalent safeguards.

*Compatibility of routine uses:* The Privacy Act (5 U.S.C. 552a(a)(7) and (b)(3)) and SEC disclosure regulation (17 CFR 200, Subpart H) permit disclosure of information under a published routine use for a purpose that is compatible with the purpose for which the information was collected. The routine uses are appropriate and meet the relevant statutory and regulatory

criteria; are compatible with the purposes of this system; and will ensure efficient administration of the records contained in the system.

*OMB Requirements:* A report of this revised system of records must be transmitted to OMB.

*OPM Requirements:* None.

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-73625; File No. SR-C2-2014-026]

### Self-Regulatory Organizations; C2 Options Exchange, Incorporated; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Extend the Penny Pilot Program Through June 30, 2015

November 18, 2014.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”)<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on November 12, 2014, C2 Options Exchange, Incorporated (the “Exchange” or “C2”) 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 Exchange. The Exchange filed the proposal as a “non-controversial” proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act<sup>3</sup> and Rule 19b-4(f)(6) thereunder.<sup>4</sup> 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

C2 proposes to amend Rule 6.4 by extending the Penny Pilot Program through June 30, 2015. The text of the proposed rule change is available on the Exchange’s Web site (<http://www.cboe.com/AboutCBOE/CBOELegalRegulatoryHome.aspx>), at the Exchange’s Office of the Secretary, 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 Exchange included statements

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

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

<sup>3</sup> 15 U.S.C. 78s(b)(3)(A)(iii).

<sup>4</sup> 17 CFR 240.19b-4(f)(6).