

Agency name	Organization name	Position title	Authorization number	Vacate date
	Office of Congressional and Intergovernmental Relations.	Congressional Relations Officer	DU130048	11/15/2014
Department of the Interior .....	Secretary's Immediate Office ...	White House Liaison .....	DI130054	11/1/2014
Department of Justice .....	Office of Legislative Affairs .....	Legislative Assistant .....	DJ100152	11/7/2014
	Executive Office for United States Attorneys.	Counsel .....	DJ130035	11/15/2014
	Antitrust Division .....	Senior Counsel .....	DJ130066	11/22/2014
Department of Labor .....	Office of the Assistant Secretary for Policy.	Senior Policy Advisor .....	DL130023	11/1/2014
	Office of the Solicitor .....	Senior Counselor to the Solicitor.	DL130015	11/1/2014

**Authority:** 5 U.S.C. 3301 and 3302; E.O. 10577, 3 CFR, 1954–1958 Comp., p. 218.

U.S. Office of Personnel Management.

**Katherine Archuleta,**

*Director.*

[FR Doc. 2015–03390 Filed 2–18–15; 8:45 am]

**BILLING CODE 6325–39–P**

investment trusts that are within and outside the same group of investment companies as the acquiring investment companies, and (b) permit funds of funds relying on rule 12d1–2 under the Act to invest in certain financial instruments.

On December 16, 2014, a notice of the filing of the application was issued (Investment Company Act Release No. 31381). The notice gave interested persons an opportunity to request a hearing and stated that an order granting the application would be issued unless a hearing was ordered. No request for a hearing has been filed, and the Commission has not ordered a hearing.

The matter has been considered and it is found, on the basis of the information set forth in the application, as amended, that granting the requested exemption is appropriate in and consistent with the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act.

It is also found that the terms of the proposed transactions are reasonable and fair and do not involve overreaching, and the proposed transactions are consistent with the policies of each registered investment company concerned and with the general purposes of the Act.

Accordingly,

*It is ordered,* that the relief requested under section 12(d)(1)(J) of the Act from sections 12(d)(1)(A) and (B) of the Act, under sections 6(c) and 17(b) of the Act from sections 17(a)(1) and (2) of the Act, and under section 6(c) of the Act for an exemption from rule 12d1–2(a) under the Act by Wilshire Mutual Funds, Inc., et al. (File No. 812–14350) is granted, effective immediately, subject to the conditions contained in the application, as amended.

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

**Brent J. Fields,**

*Secretary.*

[FR Doc. 2015–03404 Filed 2–18–15; 8:45 am]

**BILLING CODE 8011–01–P**

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 31456]

### Investment Company Act of 1940

February 12, 2015.

In the Matter of Wilshire Mutual Funds, Inc., Wilshire Variable Insurance Trust, Wilshire Associates Incorporated, SEI Investments Distribution Co., 1299 Ocean Avenue, Suite 700, Santa Monica, CA 90401, (812–14350)

Order Under Section 12(D)(1)(J) of the Investment Company Act of 1940 Granting an Exemption from Sections 12(D)(1)(A) and (B) of the Act, under Sections 6(C) and 17(B) of the Act Granting an Exemption from Sections 17(A)(1) and (2) of the Act, and under Section 6(C) of the Act for an Exemption from Rule 12d1–2(A) under the Act

Wilshire Mutual Funds, Inc., Wilshire Variable Insurance Trust, Wilshire Associates Incorporated, and SEI Investments Distribution Co. filed an application on August 19, 2014, and an amendment to the application on November 10, 2014, requesting an order under section 12(d)(1)(J) of the Investment Company Act of 1940 (the “Act”) granting an exemption from sections 12(d)(1)(A) and (B) of the Act, under sections 6(c) and 17(b) of the Act granting an exemption from sections 17(a)(1) and (2) of the Act, and under section 6(c) of the Act for an exemption from rule 12d1–2(a) under the Act. The order would (a) permit certain registered open-end management investment companies that operate as “funds of funds” to acquire shares of certain registered open-end management investment companies and unit

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–74267; File No. SR–BOX–2015–009]

### Self-Regulatory Organizations; BOX Options Exchange, LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Regarding the Acceptance of the Transfer, by Citadel Securities, LLC (“Citadel Securities”) to Its Affiliate, Citadel Securities Principal Investments, LLC, of Citadel Securities’ Ownership Interest in BOX Options Exchange, LLC and BOX Holdings Group, LLC, an Affiliate of the Exchange

February 12, 2015.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),<sup>1</sup> and Rule 19b–4 thereunder,<sup>2</sup> notice is hereby given that on January 29, 2015, BOX Options Exchange, LLC (the “Exchange”) filed with the Securities and Exchange Commission (“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 from interested persons.

#### I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to accept the transfer, by Citadel Securities LLC (“Citadel Securities”) to its affiliate, Citadel Securities Principal Investments LLC, a Delaware limited liability

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

<sup>2</sup> 17 CFR 240.19b–4.

company ("CSPI"), of Citadel Securities' ownership interest in the Exchange and BOX Holdings Group LLC, an affiliate of the Exchange ("BOX Holdings"). The text of the proposed rule change is available from the principal office of the Exchange, at the Commission's Public Reference Room and also on the Exchange's Internet Web site at <http://boxexchange.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 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 these statements may be examined at the places specified in Item IV below. The self-regulatory organization has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects 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 is a limited liability company, organized under the laws of the State of Delaware on August 26, 2010. The Exchange's charter is a Limited Liability Company Agreement, dated as of May 10, 2012 (the "Exchange LLC Agreement"). Citadel Securities is a Member of the Exchange.

BOX Holdings is a limited liability company, organized under the laws of the State of Delaware on August 26, 2010. BOX Holdings is the sole owner of BOX Market LLC, a facility of the Exchange. The BOX Holdings charter is a Limited Liability Company Agreement, dated as of May 10, 2012 (the "Holdings LLC Agreement"). Citadel Securities is a Member of the Exchange.

Citadel Securities is a limited liability company organized under the laws of the State of Delaware. Citadel Securities is a wholly-owned subsidiary of CLP Holdings Three LLC, a limited liability company organized under the laws of the State of Delaware ("Citadel Parent" and, collectively with Citadel Securities and CSPI, "Citadel"). CSPI, like Citadel Securities, is also a wholly-owned subsidiary of Citadel Parent.

Citadel Securities currently holds 6,445 Economic Units and 12,855 Voting Units of the Exchange, representing 6.455% of the outstanding Economic Units and 12.855% of the

outstanding Voting Units of the Exchange, respectively (the "Exchange Units"). Citadel Securities also currently holds 500 Class A Units of BOX Holdings, representing 4.203% of the outstanding Units of BOX Holdings (the "Holdings Units" and, together with the Exchange Units, the "Citadel Units").

Citadel has informed the Exchange that, for its own internal business purposes, it desires to restructure its holdings of assets including all of the Citadel Units. Accordingly, it is proposed that Citadel Securities transfer all of the Citadel Units to CSPI (the "Transfer"). After the Transfer, Citadel Parent will remain the sole owner of CSPI, the Citadel entity holding the Citadel Units, and CSPI will then hold all of the Citadel Units.

As provided in Section 7.1(c) of the Exchange LLC Agreement, "a Person shall be admitted to the Exchange as an additional or substitute Member of the Exchange, if such Person is not already a Member, only upon (i) such Person's execution of a counterpart of this Agreement to evidence its written acceptance of the terms and provisions of this Agreement, and acceptance by the affirmative vote of Members holding a majority of the Voting Percentage Interest, which vote may be given or withheld in the sole discretion of each such voting Member, (ii) if such Person is a transferee, its agreement in writing to its assumption of the obligations hereunder of its assignor, and acceptance thereof by the affirmative vote of Members holding a majority of the Voting Percentage Interest, which vote may be given or withheld in the sole discretion of each such voting Member and (iii) if such Person is a transferee, a determination by the Board that the Transfer was permitted by this Agreement." In addition, as provided in Section 18.1 of the Exchange LLC Agreement, the Exchange LLC Agreement "may only be changed, amended or supplemented by an agreement in writing that is approved by the affirmative vote of Members holding at least a majority of the Voting Percentage Interest<sup>3</sup> without the consent of any Member or other Person."

Upon the effectiveness of the Transfer, CSPI proposes to become a Member of the Exchange. Accordingly, in connection with the Transfer, CSPI will execute an Instrument of Accession

<sup>3</sup> "Voting Percentage Interest" as defined in Section 1.1 of the Exchange LLC Agreement means, with respect to each Member, "the ratio of the number of Voting Units held by the Member, directly or indirectly, of record or beneficially, to the total of all of the issued and outstanding Voting Units held by Members, expressed as a percentage."

to the Exchange LLC Agreement substantially in the form set forth in Exhibit 5 hereto (the "Exchange Instrument of Accession"). By executing and delivering the Exchange Instrument of Accession and obtaining the acceptance and approval of Members and the determination of the Board described above, CSPI will fulfill the requirements described in Sections 7.1(c) and 18.1 of the Exchange LLC Agreement in connection with the Transfer. The Exchange proposes to replace references to Citadel Securities in the Exchange LLC Agreement with references to CSPI in connection with the Transfer.

As provided in Section 7.1(b) of the Holdings LLC Agreement, "a Person shall be admitted to BOX Holdings as an additional or substitute Member of BOX Holdings, if such Person is not already a Member, only upon (i) such Person's execution of a counterpart of this Agreement to evidence its written acceptance of the terms and provisions of this Agreement, and acceptance thereof by resolution of the Board, which acceptance may be given or withheld in the sole discretion of the Board, (ii) if such Person is a transferee, its agreement in writing to its assumption of the obligations hereunder of its assignor, and acceptance thereof by resolution of the Board, which acceptance may be given or withheld in the sole discretion of the Board, (iii) if such Person is a transferee, a determination by the Board that the Transfer was permitted by this Agreement, and (iv) approval of the Board." In addition, as provided in Section 18.1 of the Exchange LLC Agreement, the Exchange LLC Agreement "may only be changed, amended or supplemented by an agreement in writing that is approved by Directors holding a majority of the Total Votes<sup>4</sup> without the consent of any Member or other Person."

Upon the effectiveness of the Transfer, CSPI proposes to become a Member of BOX Holdings. Accordingly, in connection with the Transfer, CSPI will execute an Instrument of Accession to the Holdings LLC Agreement substantially in the form set forth in

<sup>4</sup> "Total Votes" means a total of 100 votes available to be voted on any action to be taken by the Board. As provided in Section 4.3(a) of the Holdings LLC Agreement, each Director "shall be entitled to vote that percentage of the Total Votes equal to the quotient obtained by dividing (i) the quotient of (A) the number of Units held by the Member that designated such Director (if applicable, rounded down to the nearest whole Unit) divided by (B) the aggregate number of Units held by all Members that designated Directors by (ii) the number of Directors designated by such Member."

Exhibit 5 hereto (the "Holdings Instrument of Accession"). By executing and delivering the Holdings Instrument of Accession and obtaining the acceptance, determination and approval of the Board described above, CSPI will fulfill the requirements described in Sections 7.1(b) and 18.1 of the Holdings LLC Agreement in connection with the Transfer. BOX Holdings proposes to replace references to Citadel Securities in the Holdings LLC Agreement with references to CSPI in connection with the Transfer.

For the reasons stated above, the Exchange is submitting to the Commission the proposed Instruments of Accession to the Exchange LLC Agreement and the Holdings LLC Agreement as a rule change.

## 2. Statutory Basis

The Exchange believes that the proposal is consistent with the requirements of Section 6(b) of the Act,<sup>5</sup> in general, and furthers the objectives of Section 6(b)(1),<sup>6</sup> in particular, in that it enables the Exchange to be so organized so as to have the capacity to be able to carry out the purposes of the Act and to comply, and to enforce compliance by its exchange members and persons associated with its exchange members, with the provisions of the Act, the rules and regulations thereunder, and the rules of the Exchange. The Exchange also believes that this filing furthers the objectives of Section 6(b)(5) of the Act<sup>7</sup> in that it is designed to facilitate transactions in securities, to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and in general, to protect investors and the public interest.

### B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act.

### C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received From Members, Participants, or Others

The Exchange has neither solicited nor received comments on the proposed rule change.

### III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The Exchange has filed the proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act<sup>8</sup> and Rule 19b-4(f)(6) thereunder.<sup>9</sup> Because the proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, the proposed rule change has become effective pursuant to Section 19(b)(3)(A) of the Act and Rule 19b-4(f)(6) thereunder.<sup>10</sup>

A proposed rule change filed under Rule 19b-4(f)(6) normally does not become operative for 30 days after the date of filing. However, Rule 19b-4(f)(6)(iii) permits the Commission to designate a shorter time if such action is consistent with the protection of investors and the public interest. The Exchange has asked the Commission to waive the 30-day operative delay because the Transfer is intended to be completed in less than 30 days. The Exchange notes that the Commission has previously waived the operative delay for similar filings.<sup>11</sup> Based on the foregoing, the Commission believes that waiving the 30-day operative delay is consistent with the protection of investors and the public interest.<sup>12</sup> The

<sup>8</sup> 15 U.S.C. 78s(b)(3)(A)(iii).

<sup>9</sup> 17 CFR 240.19b-4(f)(6).

<sup>10</sup> In addition, Rule 19b-4(f)(6)(iii) requires the Exchange to give the Commission written notice of the Exchange's intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Commission has waived the 5-day prefiling requirement in this case.

<sup>11</sup> See Securities Exchange Act Release Nos. 58445 (August 29, 2008), 73 FR 52434 (September 9, 2008) (SR-BSE-2008-43); 58445A (September 10, 2008), 73 FR 53469 (September 16, 2008) (SR-BSE-2008-43; Correction); 57260 (February 1, 2008), 73 FR 7617 (February 8, 2008) (SR-BSE-2008-06); 57713 (April 25, 2008), 73 FR 24327 (May 2, 2008) (SR-BSE-2008-28); and 62400 (June 29, 2010), 75 FR 39299 (July 8, 2010) (SR-BX-2010-042).

<sup>12</sup> For purposes only of waiving the 30-day operative delay, the Commission has also considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

Commission hereby grants the Exchange's request and designates the proposal operative upon filing.

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

### IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

#### Electronic Comments

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an email to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-SR-BOX-2015-009 on the subject line.

#### Paper Comments

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549-1090.
- All submissions should refer to File Number SR-BOX-2015-009. This file number should be included on the subject line if email is used. To help the Commission 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/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be 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. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments

<sup>5</sup> 15 U.S.C. 78f(b).

<sup>6</sup> 15 U.S.C. 78f(b)(5).

<sup>7</sup> 15 U.S.C. 78f(b)(5).

received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-BOX-2015-009 and should be submitted on or before March 12, 2015.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>13</sup>

**Brent J. Fields,**  
Secretary.

[FR Doc. 2015-03402 Filed 2-18-15; 8:45 am]

BILLING CODE 8011-01-P

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-74263; File No. SR-BYX-2015-08]

### Self-Regulatory Organizations; BATS Y-Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Related to Fees for Use of BATS Y-Exchange, Inc.

February 12, 2015.

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 February 2, 2015, BATS Y-Exchange, Inc. (the "Exchange" or "BYX") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. The Exchange has designated the proposed rule change as one establishing or changing a member due, fee, or other charge imposed by the Exchange under Section 19(b)(3)(A)(ii) of the Act<sup>3</sup> and Rule 19b-4(f)(2) thereunder,<sup>4</sup> which renders the proposed rule change effective upon filing with the Commission. 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 filed a proposal to amend the fee schedule applicable to Members<sup>5</sup> and non-members of the

Exchange pursuant to BYX Rules 15.1(a) and (c). Changes to the fee schedule pursuant to this proposal are effective upon filing.

The text of the proposed rule change is available at the Exchange's Web site at [www.batstrading.com](http://www.batstrading.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 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 these 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 its fee schedule to remove the reference to ROLF from fee code BO. Fee code BO currently provides that the Exchange will charge \$0.0030 per share for any order routed using ROLF or Destination Specific routing strategy unless otherwise specified. Under the ROLF routing strategy, an order will check the Exchange for available shares and then will be sent to LavaFlow ECN ("LavaFlow"). This change is being proposed in response to LavaFlow's announcement that it will cease market operations and its last day of trading will be Friday, January 30, 2015. As such, beginning on February 2, 2015, the Exchange will no longer route orders to LavaFlow. As proposed, the Exchange would continue to charge \$0.0030 per share for orders routed using a Destination Specific routing strategy.

The Exchange proposes to implement the amendments to its fee schedule effective February 2, 2015.

###### 2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder that are applicable to a national securities exchange, and, in particular, with the requirements of Section 6 of the Act.<sup>6</sup>

Specifically, the Exchange believes that the proposed rule change is consistent with Sections 6(b)(4) of the Act and 6(b)(5) of the Act,<sup>7</sup> in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and other persons using any facility or system which the Exchange operates or controls. The Exchange notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive.

The Exchange believes that its proposal to eliminate ROLF from fee code BO represents an equitable allocation of reasonable dues, fees, and other charges among Members and other persons using its facilities. The proposed change is in response to LavaFlow's announcement that it will cease market operations and its last day of trading will be Friday, January 30, 2015. The Exchange notes that the proposed change is not designed to amend any fee or rebate, nor alter the manner in which the Exchange assesses fees and rebates. As of February 2, 2015, the Exchange will no longer route orders to LavaFlow and, therefore, proposes to remove ROLF from the fee schedule, which will make the fee schedule clearer and less confusing for investors as well as help to eliminate potential investor confusion, thereby removing impediments to and perfecting the mechanism of a free and open market and a national market system, and, in general, protecting investors and the public interest.

##### B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended. The Exchange also believes that its proposal to remove ROLF from fee code BO would not affect intermarket nor intramarket competition because the change is not designed to amend any fee or rebate or to alter the manner in which the Exchange assesses fees or calculates rebates. It is simply proposed in response to LavaFlow's announcement that it will cease market operations following the close of business on Friday, January 30, 2015. As stated above, the Exchange notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing

<sup>13</sup> 17 CFR 200.30-3(a)(12).

<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)(ii).

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

<sup>5</sup> The term "Member" is defined as "any registered broker or dealer that has been admitted to membership in the Exchange." See Exchange Rule 1.5(n).

<sup>6</sup> 15 U.S.C. 78f.

<sup>7</sup> 15 U.S.C. 78f(b)(4) and (5).