

Applicants' Conditions

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

1. Each Fund will adopt an Advisory Agreement that specifies that its Adviser may opt to receive Shares in lieu of cash payment of Advisory Fees. Such Advisory Agreement will contain:

a. A precise formula for determining the number of Shares to be issued as compensation to the Adviser for each applicable Fee Calculation Period, including the date upon which the calculation shall be performed, stating that the number of Shares that an Adviser will receive will be equal to the quotient of (x) the sum of Advisory Fees elected by the Adviser for payment in Shares and (y) the greater of (i) the current NAV per share of the class of Shares the Adviser will receive, as determined by or under the supervision of the Fund's board of directors in accordance with section 23(b) of the Act and (ii) the current offering price of the class of Shares the Adviser will receive.

b. A provision ensuring that such Adviser must elect in advance of each Fee Calculation Period whether the Advisory Fees for that Fee Calculation Period will be payable in cash, Shares of the Fund, or some combination of cash and Shares of the Fund, and if a combination of cash and Shares, what the breakdown will be.

2. Any Shares received by an Adviser in lieu of cash payment of Advisory Fees will have the same rights and obligations as Shares of the same class issued to other investors in the Fund, except that an Adviser will mirror vote any Shares received in lieu of cash payment of Advisory Fees in the same proportion as the vote of all other shareholders that are not (i) an Adviser or its control affiliates, and (ii) to the Adviser's knowledge, affiliates of the Adviser (excluding control affiliates), for so long as the Adviser serves as the investment adviser to the Fund. The Adviser will not receive preferential voting, dividend or liquidity rights with respect to its Shares and will be subject to the same fees and expenses applicable to the Fund's other shareholders in the relevant class.

3. Each Fund will disclose in its registration statements and proxy statements (i) that its Adviser may be compensated in Shares in lieu of cash payments in reliance on the relief, (ii) that its Adviser will commit not to sell any Shares received in lieu of a cash payment of Advisory Fees for at least 12 months from the date of issuance, except in exceptional circumstances (in such a case, the Adviser will keep a

record of the reason for selling the Shares within 12 months and the records will be maintained and preserved in accordance with rule 204-2(e)(1) under the Advisers Act), and (iii) any potential risks related to relying on the relief. For any Fee Calculation Period during which the Adviser has elected to receive all or a portion of its Advisory Fees in Shares, the Fund will post a notice to that effect on the Fund's website. The Fund will maintain and make publicly available on the Fund's website a historical record of how the Adviser was compensated for each Fee Calculation Period during the Fund's last three fiscal years. The Fund will include, in response to any item on the applicable form for registration of securities requiring a description of the Adviser's compensation (currently Item 9 of Form N-2), a cross-reference noting the availability of such historical information on the Fund's website.

4. The requested relief will expire on the effective date of any Commission rule under the Act that provides relief addressing the ability of closed-end investment companies to pay their investment advisers their advisory fees in shares in lieu of paying an equivalent amount in cash.

By the Commission.

Eduardo A. Aleman,

Deputy Secretary.

[FR Doc. 2020-28749 Filed 12-28-20; 8:45 am]

BILLING CODE 8011-01-P

SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 34149; File No. 812-15169]

ALPS ETF Trust, et al.

December 22, 2020.

AGENCY: Securities and Exchange Commission ("Commission").

ACTION: Notice.

Notice of an application for an order under section 6(c) of the Investment Company Act of 1940 ("Act") for an exemption from sections 2(a)(32), 5(a)(1), 22(d) and 22(e) of the Act and rule 22c-1 under the Act, and under sections 6(c) and 17(b) of the Act for an exemption from sections 17(a)(1) and 17(a)(2) of the Act.

APPLICANTS: ALPS ETF Trust (the "Trust"), ALPS Advisors, Inc. (the "Initial Adviser"), and ALPS Portfolio Solutions Distributor, Inc. (the "Distributor").

SUMMARY OF APPLICATION: Applicants request an order ("Order") that permits: (a) Shielded Alpha ETFs (as described

in the Reference Order (defined below)) to issue shares ("Shares") redeemable in large aggregations only ("creation units"); (b) secondary market transactions in Shares to occur at negotiated market prices rather than at net asset value; (c) certain Shielded Alpha ETFs to pay redemption proceeds, under certain circumstances, more than seven days after the tender of Shares for redemption; and (d) certain affiliated persons of a Shielded Alpha ETF to deposit securities into, and receive securities from, the Shielded Alpha ETF in connection with the purchase and redemption of creation units. The relief in the Order would incorporate by reference terms and conditions of the same relief of a previous order granting the same relief sought by applicants, as that order may be amended from time to time ("Reference Order").¹

FILING DATE: The application was filed on October 8, 2020 and amended on December 21, 2020.

HEARING OR NOTIFICATION OF HEARING: An order granting the requested relief will be issued unless the Commission orders a hearing. Interested persons may request a hearing by emailing the Commission's Secretary at *Secretarys-Office@sec.gov* and serving applicants with a copy of the request by email. Hearing requests should be received by the Commission by 5:30 p.m. on January 19, 2021, and should be accompanied by proof of service on applicants, in the form of an affidavit or, for lawyers, a certificate of service. Pursuant to rule 0-5 under the Act, hearing requests should state the nature of the writer's interest, any facts bearing upon the desirability of a hearing on the matter, the reason for the request, and the issues contested. Persons who wish to be notified of a hearing may request notification by emailing the Commission's Secretary at *Secretarys-Office@sec.gov*.

ADDRESSES: Secretary, U.S. Securities and Exchange Commission, *Secretarys-Office@sec.gov*. Applicants: Cara B. Owen, Esq., *cara.owen@alpsinc.com*.

FOR FURTHER INFORMATION CONTACT: Laura J. Riegel, Senior Counsel, at (202) 551-3038 or Trace W. Rakestraw,

¹ Blue Tractor ETF Trust and Blue Tractor Group, LLC, Investment Company Act Rel. Nos. 33682 (Nov. 14, 2019) (notice) and 33710 (Dec. 10, 2019) (order). Applicants are not seeking relief under section 12(d)(1)(f) of the Act for an exemption from sections 12(d)(1)(A) and 12(d)(1)(B) of the Act (the "Section 12(d)(1) Relief"), and relief under sections 6(c) and 17(b) of the Act for an exemption from sections 17(a)(1) and 17(a)(2) of the Act relating to the Section 12(d)(1) Relief, as granted in the Reference Order. Accordingly, to the extent the terms and conditions of the Reference Order relate to such relief, they are not incorporated by reference into the Order.

Branch Chief, at (202) 551-6825 (Division of Investment Management, Chief Counsel's Office).

SUPPLEMENTARY INFORMATION: The following is a summary of the application. The complete application may be obtained via the Commission's website by searching for the file number, or for an applicant using the Company name box, at <http://www.sec.gov/search/search.htm> or by calling (202) 551-8090.

Applicants

1. The Trust is a statutory trust organized under the laws of Delaware and will consist of one or more series operating as a Shielded Alpha ETFs. The Trust is registered as an open-end management investment company under the Act. Applicants seek relief with respect to Funds (as defined below), including an initial Fund (the "Initial Fund"). The Funds will operate as Shielded Alpha ETFs as described in the Reference Order.²

2. The Initial Adviser is a corporation organized under the laws of Colorado and will be the investment adviser to the Initial Fund. Subject to approval by the Trust's board of trustees, an Adviser (as defined below) will serve as investment adviser to each Fund. The Initial Adviser is, and any other Adviser will be, registered as an investment adviser under the Investment Advisers Act of 1940 ("Advisers Act"). The Adviser may enter into sub-advisory agreements with other investment advisers to act as sub-advisers with respect to the Funds (each a "Sub-Adviser"). Any Sub-Adviser to a Fund will be registered under the Advisers Act.

3. The Distributor is a corporation organized under the laws of Colorado and a broker-dealer registered under the Securities Exchange Act of 1934, as amended, and will act as the principal underwriter of Shares of the Funds. Applicants request that the requested relief apply to any distributor of Shares, whether affiliated or unaffiliated with the Adviser and/or Sub-Adviser (included in the term "Distributor"). Any Distributor will comply with the terms and conditions of the Order.

Applicants' Requested Exemptive Relief

4. Applicants seek the requested Order under section 6(c) of the Act for an exemption from sections 2(a)(32), 5(a)(1), 22(d) and 22(e) of the Act and rule 22c-1 under the Act, and under

² To facilitate arbitrage, among other things, each day a Fund would publish a basket of securities and cash that, while different from the Fund's portfolio, is designed to closely track its daily performance.

sections 6(c) and 17(b) of the Act for an exemption from sections 17(a)(1) and 17(a)(2) of the Act. The requested Order would permit applicants to offer Funds that operate as Shielded Alpha ETFs. Because the relief requested is the same as certain of the relief granted by the Commission under the Reference Order and because the Initial Adviser has entered into a licensing agreement with Blue Tractor Group LLC, or an affiliate thereof, in order to offer Funds that operate as Shielded Alpha ETFs, the Order would incorporate by reference the terms and conditions of the same relief of the Reference Order.

5. Applicants request that the Order apply to the Initial Fund and to any other existing or future registered open-end management investment company or series thereof that: (a) Is advised by the Initial Adviser or any entity controlling, controlled by, or under common control with the Initial Adviser (any such entity, along with the Initial Adviser, included in the term "Adviser"); (b) operates as a Shielded Alpha ETF as described by the Reference Order; and (c) complies with the terms and conditions of the Order and the terms and conditions of the Reference Order that are incorporated by reference into the Order (each such company or series and the Initial Fund, a "Fund").³

6. Section 6(c) of the Act provides that the Commission may exempt any person, security or transaction, or any class of persons, securities or transactions, from any provisions of the Act, if and to the extent that such exemption is necessary or appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act. Section 17(b) of the Act authorizes the Commission to exempt a proposed transaction from section 17(a) of the Act if evidence establishes that the terms of the transaction, including the consideration to be paid or received, are reasonable and fair and do not involve overreaching on the part of any person concerned, and the transaction is consistent with the policies of the registered investment company and the general purposes of the Act. Applicants submit that for the reasons stated in the Reference Order the requested relief meets the exemptive standards under sections 6(c) and 17(b) of the Act.

³ All entities that currently intend to rely on the Order are named as applicants. Any other entity that relies on the Order in the future will comply with the terms and conditions of the Order and the terms and conditions of the Reference Order that are incorporated by reference into the Order.

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

Eduardo A. Aleman,
Deputy Secretary.

[FR Doc. 2020-28763 Filed 12-28-20; 8:45 am]

BILLING CODE 8011-01-P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-90763; File No. SR-OCC-2020-016]

Self-Regulatory Organizations; The Options Clearing Corporation; Notice of Filing of Proposed Rule Change Concerning The Options Clearing Corporation's System for Theoretical Analysis and Numerical Simulation ("STANS") Methodology Documentation

December 21, 2020.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act" or "Exchange Act"),¹ and Rule 19b-4 thereunder,² notice is hereby given that on December 9, 2020, the Options Clearing Corporation ("OCC") 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 OCC. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Clearing Agency's Statement of the Terms of Substance of the Proposed Rule Change

This proposed rule change by OCC would adopt a new document describing OCC's System for Theoretical Analysis and Numerical Simulation ("STANS"), which OCC uses to calculate daily and intra-day margin requirements for its Clearing Members (such document being the "STANS Methodology Description"). OCC also proposes to make conforming and other non-substantive changes to its Margin Policy.

The proposed STANS Methodology Description is submitted without marking in confidential Exhibit 5A to SR-OCC-2020-016 because this document is being submitted in its entirety as new rule text. The proposed changes to OCC's current rule text related to the STANS methodology, known as the Margins Methodology, are contained in confidential Exhibit 5B to SR-OCC-2020-016. Material proposed to be added to the current rule text is

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.