Applicant's Address: 300 Pacific Coast Hwy., Suite 305, Huntington Beach, CA 92648.

Keeley Small Cap Value Fund, Inc.

[File No. 811–7760]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On December 31, 2007, applicant transferred its assets to Keeley Small Cap Value Fund, a series of Keeley Funds, Inc., based on net asset value. Expenses of $25,600 incurred in connection with the reorganization were paid by applicant.

Filing Date: The application was filed on January 25, 2008.

Applicant's Address: 401 South LaSalle, Suite 1201, Chicago, IL 60605.

Highland Floating Rate Limited Liability Company

[File No. 811–8957]

Summary: Applicant, a master fund in a master-feeder structure, seeks an order declaring that it has ceased to be an investment company. On December 31, 2007, applicant made a liquidating distribution to Highland Floating Rate Fund, its feeder fund and sole shareholder. Expenses of approximately $5,000 incurred in connection with the liquidation were paid by applicant.

Filing Date: The application was filed on February 6, 2008.

Applicant's Address: c/o Highland Capital Management, L.P., Two Galleria Tower, 13455 Noel Rd., Suite 800, Dallas, TX 75240.

High Income Master Portfolio LLC

[File No. 811–21690]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. Applicant has never made a public offering of its securities and does not propose to make a public offering or engage in business of any kind.

Filing Date: The application was filed on January 29, 2008.

Applicant's Address: c/o Highland Capital Management, L.P., Two Galleria Tower, 13455 Noel Rd., Suite 800, Dallas, TX 75240.

Dreyfus Massachusetts Tax Exempt Bond Fund

[File No. 811–4271]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On October 20, 2004, applicant transferred its assets to the Massachusetts Series of Dreyfus Premier State Municipal Bond Fund, based on net asset value. Expenses of $66,440 incurred in connection with the reorganization were paid by The

Dreyfus Corporation, applicant's investment adviser.

Filing Date: The application was filed on January 30, 2008.

Applicant's Address: c/o The Dreyfus Corporation, 200 Park Ave., New York, NY 10166.

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

Florence E. Harmon,

Deputy Secretary.

[FR Doc. E8–4257 Filed 3–5–08; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–57407/February 29, 2008]

Order Making Fiscal 2008 Mid-Year Adjustment to the Fee Rates Applicable Under Sections 31(b) and (c) of the Securities Exchange Act of 1934

I. Background

Section 31 of the Securities Exchange Act of 1934 ("Exchange Act") requires each national securities exchange and national securities association to pay transaction fees to the Commission.[1] Specifically, section 31(b) requires each national securities exchange to pay to the Commission fees based on the aggregate dollar amount of sales of certain securities transacted on the exchange.[2] Section 31(c) requires each national securities association to pay to the Commission fees based on the aggregate dollar amount of sales of certain securities transacted by or through any member of the association other than on an exchange.[3]

Sections 31(j)(1) and (3) require the Commission to make annual adjustments to the fee rates applicable under sections 31(b) and (c) for each of the fiscal years 2003 through 2011, and one final adjustment to fix the fee rates for fiscal year 2012 and beyond.[4] Section 31(j)(2) requires the Commission, in certain circumstances, to make a mid-year adjustment to the fee rates in fiscal 2002 through fiscal 2011.[5] The annual and mid-year adjustments are designed to adjust the fee rates in a given fiscal year so that, when applied to the aggregate dollar volume of sales for the fiscal year, they are reasonably likely to produce total fee collections under section 31 equal to the "target

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[1] 15 U.S.C. 78ee.

[2] 15 U.S.C. 78ee(b).

[3] 15 U.S.C. 78ee(c).

[4] 15 U.S.C. 78ee(j)(1) and (j)(3).

[5] 15 U.S.C. 78ee(j)(2).

offsetting collection amount'' specified in Section 31(l)(1) for that fiscal year.[6] For fiscal 2008, the target offsetting collection amount is $892,000,000.[7]

II. Determination of the Need for a Mid-Year Adjustment in Fiscal 2008

Under section 31(j)(2) of the Exchange Act, the Commission must make a mid-year adjustment to the fee rates under Sections 31(b) and (c) in fiscal year 2008 if it determines, based on the actual aggregate dollar volume of sales during the first five months of the fiscal year, that the baseline estimate ($78,732,152,559,457) is reasonably likely to be 10% (or more) greater or less than the actual aggregate dollar volume of sales for fiscal 2008.[8] To make this determination, the Commission must estimate the actual aggregate dollar volume of sales for fiscal 2008.

Based on data provided by the national securities exchanges and the national securities association that are subject to section 31,[9] the actual aggregate dollar volume of sales during the first four months of fiscal 2008 was $27,185,458,106,162.[10] Using these data and a methodology for estimating the aggregate dollar amount of sales for the remainder of fiscal 2008 (developed after consultation with the Congressional Budget Office and the OMB),[11] the Commission estimates that the aggregate dollar amount of sales for the remainder of fiscal 2008 to be $71,539,094,586,685. Thus, the Commission estimates that the actual aggregate dollar volume of sales for all of fiscal 2008 will be $98,724,552,692,847.

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[6] 15 U.S.C. 78ee(*l*)(1).

[7] *Id.*

[8] The amount $78,732,152,559,457 is the baseline estimate of the aggregate dollar amount of sales for fiscal year 2008 calculated by the Commission in its Order Making Fiscal 2008 Annual Adjustments to the Fee Rates Applicable Under Section 6(b) of the Securities Act of 1933 and Sections 13(e), 14(g), 31(b) and 31(c) of the Securities Exchange Act of 1934, Rel. No. 33–8794 (April 30, 2007), 72 FR 25809 (May 7, 2007).

[9] The Financial Industry Regulatory Authority ("FINRA") and each exchange is required to file a monthly report on Form R31 containing dollar volume data on sales of securities subject to Section 31. The report is due on the 10th business day following the month for which the exchange or association provides dollar volume data.

[10] Although Section 31(j)(2) indicates that the Commission should determine the actual aggregate dollar volume of sales for fiscal 2008 "based on the actual aggregate dollar volume of sales during the first 5 months of such fiscal year," data are only available for the first four months of the fiscal year as of the date the Commission is required to issue this order, *i.e.*, March 1, 2008. Dollar volume data on sales of securities subject to Section 31 for February 2008 will not be available from the exchanges and FINRA for several weeks.

[11] *See* Appendix A.

Because the baseline estimate of $78,732,152,559,457 is more than 10% less than the $98,724,552,692,847 estimated actual aggregate dollar volume of sales for fiscal 2008, section 31(j)(2) of the Exchange Act requires the Commission to issue an order adjusting the fee rates under sections 31(b) and (c).

III. Calculation of the Uniform Adjusted Rate

Section 31(j)(2) specifies the method for determining the mid-year adjustment for fiscal 2008. Specifically, the Commission must adjust the rates under sections 31(b) and (c) to a "uniform adjusted rate that, when applied to the revised estimate of the aggregate dollar amount of sales for the remainder of [fiscal 2008], is reasonably likely to produce aggregate fee collections under section 31 (including fees collected during such 5-month period and assessments collected under [Section 31(d)]) that are equal to [$892,000,000]." [12] In other words, the uniform adjusted rate is determined by subtracting fees collected prior to the effective date of the new rate and assessments collected under section 31(d) during all of fiscal 2008 from $892,000,000, which is the target offsetting collection amount for fiscal 2008. That difference is then divided by the revised estimate of the aggregate dollar volume of sales for the remainder of the fiscal year following the effective date of the new rate.

The Commission estimates that it will collect $581,546,346 in fees for the period prior to the effective date of the mid-year adjustment [13] and $32,475 in assessments on round turn transactions in security futures products during all of fiscal 2008. Using the methodology referenced in Part II above, the Commission estimates that the aggregate dollar volume of sales for the remainder of fiscal 2008 following the effective date of the new rate will be $55,740,439,070,059. Based on these estimates, the uniform adjusted rate is $5.60 per million of the aggregate dollar amount of sales of securities. [14]

The Commission recognizes that this fee rate is lower than the current fee rate of $11.00 per million. The new fee rate is established by the statutory mid-year adjustment mechanism and is a direct consequence of more recent information on the dollar amount of sales of securities. The aggregate dollar amount of sales of securities subject to section 31 fees is illustrated in Appendix A.

IV. Effective Date of the Uniform Adjusted Rate

Section 31(j)(4)(B) of the Exchange Act provides that a mid-year adjustment shall take effect on April 1 of the fiscal year in which such rate applies. Therefore, the exchanges and the national securities association that are subject to section 31 fees must pay fees under sections 31(b) and (c) at the uniform adjusted rate of $5.60 per million for sales of securities transacted on April 1, 2008, and thereafter until the annual adjustment for fiscal 2009 is effective. [15]

V. Conclusion

Accordingly, pursuant to section 31 of the Exchange Act, [16] *It is hereby ordered* that each of the fee rates under sections 31(b) and (c) of the Exchange Act shall be $5.60 per $1,000,000 of the aggregate dollar amount of sales of securities subject to these sections effective April 1, 2008.

By the Commission.
Nancy M. Morris,
Secretary.

Appendix A

A. Baseline Estimate of the Aggregate Dollar Amount of Sales

First, calculate the average daily dollar amount of sales (ADS) for each month in the sample (January 1998–January 2008). The data obtained from the exchanges and FINRA are presented in Table A. The monthly aggregate dollar amount of sales from all exchanges and FINRA is contained in column C.

Next, calculate the change in the natural logarithm of ADS from month-to-month. The average monthly change in the logarithm of ADS over the entire sample is 0.017 and the standard deviation 0.124. Assume the monthly percentage change in ADS follows a random walk. The expected monthly percentage growth rate of ADS is 2.5 percent.

Now, use the expected monthly percentage growth rate to forecast total dollar volume. For example, one can use the ADS for January 2008 ($380,797,961,013) to forecast ADS for February 2008 ($390,166,745,447 = $380,797,961,013 × 1.025). [17] Multiply by the number of trading days in February 2008 (20) to obtain a forecast of the total dollar volume for the month ($7,803,334,908,936). Repeat the method to generate forecasts for subsequent months.

The forecasts for total dollar volume are in column G of Table A. The following is a more formal (mathematical) description of the procedure:

1. Divide each month's total dollar volume (column C) by the number of trading days in that month (column B) to obtain the average daily dollar volume (ADS, column D).

2. For each month t, calculate the change in ADS from the previous month as $\Delta_t = \log (ADS_t / ADS_{t-1})$, where log (x) denotes the natural logarithm of x.

3. Calculate the mean and standard deviation of the series $\{\Delta_1, \Delta_2, * * *, \Delta_{120}\}$. These are given by $\mu = 0.017$ and $\sigma = 0.124$, respectively.

4. Assume that the natural logarithm of ADS follows a random walk, so that Δ_s and Δ_t are statistically independent for any two months s and t.

5. Under the assumption that Δ_t is normally distributed, the expected value of ADS_t / ADS_{t-1} is given by $\exp (\mu + \sigma^2)$, or on average $ADS_t = 1.025 \times ADS_{t-1}$.

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[12] 15 U.S.C. 78ee(j)(2). The term "fees collected" is not defined in Section 31. Because national securities exchanges and national securities associations are not required to pay the first installment of Section 31 fees for fiscal 2008 until March 15, the Commission will not "collect" any fees in the first five months of fiscal 2008. See 15 U.S.C. 78ee(e). However, the Commission believes that, for purposes of calculating the mid-year adjustment, Congress, by stating in Section 31(j)(2) that the "uniform adjusted rate * * * is reasonably likely to produce aggregate fee collections under Section 31 * * * that are equal to [$892,000,000]," intended the Commission to include the fees that the Commission will collect based on transactions in the six months before the effective date of the mid-year adjustment.

[13] This calculation is based on applying a fee rate of $15.30 per million to the aggregate dollar volume of sales of securities subject to Section 31 through January 24, 2008, and a rate of $11.00 for the period from January 25, 2008 to March 31, 2008. Because the Commission's regular appropriation for fiscal year 2008 was not enacted prior to the end of fiscal year 2007, Exchange Act Section 31(k), the "Lapse of Appropriation" provision, required that the fee rate in use at the end of fiscal year 2007, $15.30 per million, remain in effect until 30 days after the appropriation was enacted. See also Order Making Fiscal 2008 Annual Adjustments to the Fee Rates Applicable Under Section 6(b) of the Securities Act

of 1933 and Sections 13(e), 14(g), 31(b) and 31(c) of the Securities Exchange Act of 1934, Rel. No. 33–8794 (April 30, 2007), 72 FR 25809 (May 7, 2007). The Commission's regular appropriation for fiscal year 2008 was enacted on December 26, 2007, and the $11.00 per million rate went into effect 30 days later, by operation of the statute. *See* Exchange Act Section 31(j)(4)(A)(ii).

[14] The calculation is as follows: ($892,000,000 − $581,546,346 − $32,475)/ $55,740,439,070,059 = $0.0000055690. Round this result to the seventh decimal point, yielding a rate of $5.60 per million.

[15] Section 31(j)(1) and Section 31(g) of the Exchange Act require the Commission to issue an order no later than April 30, 2008, adjusting the fee rates applicable under Sections 31(b) and (c) for fiscal 2009. These fee rates for fiscal 2009 will be effective on the later of October 1, 2008 or thirty days after the enactment of the Commission's regular appropriation for fiscal 2009.

[16] 15 U.S.C. 78ee.

[17] The value 1.025 has been rounded. All computations are done with the unrounded value.

6. For February 2008, this gives a forecast ADS of 1.025 × $380,797,961,013 = $390,166,745,447. Multiply this figure by the 20 trading days in February 2008 to obtain a total dollar volume forecast of $7,803,334,908,936.

7. For March 2008, multiply the February 2008 ADS forecast by 1.025 to obtain a forecast ADS of $399,766,030,385. Multiply this figure by the 20 trading days in March 2008 to obtain a total dollar volume forecast of $7,995,320,607,691.

8. Repeat this procedure for subsequent months.

B. Using the Forecasts From A to Calculate the New Fee Rate

1. Determine the aggregate dollar volume of sales between 10/1/07 and 1/24/08 to be $25,283,975,749,096. Multiply this amount by the fee rate of $15.3 per million dollars in sales during this period and get $386,844,829 in actual fees collected during 10/1/07 and 1/24/08. Determine the actual and projected aggregate dollar volume of sales between 1/25/08 and 3/31/08 to be $17,700,137,873,692. Multiply this amount by the fee rate of $11.00 per million dollars in sales during this period and get an estimate of $194,701,517 in actual and projected fees collected during 1/25/08 and 3/31/08.

2. Estimate the amount of assessments on security futures products collected during 10/1/07 and 9/30/08 to be $32,475 by summing the amounts collected through January of $8,747 with projections of a 2.5% monthly increase in subsequent months.

3. Determine the projected aggregate dollar volume of sales between 4/1/08 and 9/30/08 to be $55,740,439,070,059.

4. The rate necessary to collect the target $892,000,000 in fee revenues is then calculated as: ($892,000,000 − $386,844,829 − $194,701,517 − $32,475) ÷ $55,740,439,070,059 = 0.0000055690.

5. Round the result to the seventh decimal point, yielding a rate of 0.0000056 (or $5.60 per million).

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Table A. Estimation of baseline of the aggregate dollar amount of sales.
(Methodology developed in consultation with the Office of Management and Budget and the Congressional Budget Office.)

Fee rate calculation.

a. Baseline estimate of the aggregate dollar amount of sales, 10/1/07 to 1/24/08 ($Millions)	25,283,976
b. Baseline estimate of the aggregate dollar amount of sales, 1/25/08 to 3/31/08 ($Millions)	17,700,138
c. Baseline estimate of the aggregate dollar amount of sales, 4/1/08 to 9/30/08 ($Millions)	55,740,439
d. Estimated collections in assessments on security futures products in FY 2005 ($Millions)	0.032
e. Implied fee rate (($892,000,000 - 0.0000153*a - 0.0000110*b - d) /c)	$5.56905

Data

(A) Month	(B) # of Trading Days in Month	(C) Aggregate Dollar Amount of Sales	(D) Average Daily Dollar Amount of Sales (ADS)	(E) Change in LN of ADS	(F) Forecast ADS	(G) Forecast Aggregate Dollar Amount of Sales
Jan-98	20	1,037,925,292,902	51,896,264,645	-		
Feb-98	19	1,081,705,333,396	56,931,859,652	0.093		
Mar-98	22	1,259,994,685,467	57,272,485,703	0.006		
Apr-98	21	1,298,494,359,253	61,833,064,726	0.077		
May-98	20	1,110,221,658,995	55,511,082,950	-0.108		
Jun-98	22	1,243,779,791,913	56,535,445,087	0.018		
Jul-98	22	1,399,011,433,748	63,591,428,807	0.118		
Aug-98	21	1,307,501,463,442	62,261,974,450	-0.021		
Sep-98	21	1,352,428,235,083	64,401,344,528	0.034		
Oct-98	22	1,460,835,397,598	66,401,608,982	0.031		
Nov-98	20	1,298,403,768,065	64,920,188,403	-0.023		
Dec-98	22	1,442,697,787,306	65,577,172,150	0.010		
Jan-99	19	1,884,555,055,910	99,187,108,206	0.414		
Feb-99	19	1,656,058,202,765	87,160,958,040	-0.129		
Mar-99	23	1,908,967,664,074	82,998,594,090	-0.049		
Apr-99	21	2,177,601,770,622	103,695,322,411	0.223		
May-99	20	1,784,400,906,987	89,220,045,349	-0.150		
Jun-99	22	1,697,339,227,503	77,151,783,068	-0.145		
Jul-99	21	1,767,035,098,986	84,144,528,523	0.087		
Aug-99	22	1,692,907,150,726	76,950,325,033	-0.089		
Sep-99	21	1,730,505,881,178	82,405,041,961	0.068		
Oct-99	21	2,017,474,765,542	96,070,226,931	0.153		
Nov-99	21	2,348,374,009,334	111,827,333,778	0.152		
Dec-99	22	2,686,788,531,991	122,126,751,454	0.088		
Jan-00	20	3,057,831,397,113	152,891,569,856	0.225		
Feb-00	20	2,973,119,888,063	148,655,994,403	-0.028		
Mar-00	23	4,135,152,366,234	179,789,233,315	0.190		
Apr-00	19	3,174,694,525,687	167,089,185,562	-0.073		
May-00	22	2,649,273,207,318	120,421,509,424	-0.328		
Jun-00	22	2,883,513,997,781	131,068,818,081	0.085		
Jul-00	20	2,804,753,395,361	140,237,669,768	0.068		
Aug-00	23	2,720,788,395,832	118,295,147,645	-0.170		
Sep-00	20	2,930,188,809,012	146,509,440,451	0.214		
Oct-00	22	3,485,926,307,727	158,451,195,806	0.078		
Nov-00	21	2,795,778,876,887	133,132,327,471	-0.174		
Dec-00	20	2,809,917,349,851	140,495,867,493	0.054		
Jan-01	21	3,143,501,125,244	149,690,529,774	0.063		
Feb-01	19	2,372,420,523,286	124,864,238,068	-0.181		
Mar-01	22	2,554,419,085,113	116,109,958,414	-0.073		
Apr-01	20	2,324,349,507,745	116,217,475,387	0.001		
May-01	22	2,353,179,388,303	106,962,699,468	-0.083		
Jun-01	21	2,111,922,113,236	100,567,719,678	-0.062		
Jul-01	21	2,004,384,034,554	95,446,858,788	-0.052		
Aug-01	23	1,803,565,337,795	78,415,884,252	-0.197		
Sep-01	15	1,573,484,946,383	104,898,996,426	0.291		
Oct-01	23	2,147,238,873,044	93,358,211,871	-0.117		
Nov-01	21	1,939,427,217,518	92,353,677,025	-0.011		
Dec-01	20	1,921,098,738,113	96,054,936,906	0.039		

Jan-02	21	2,149,243,312,432	102,344,919,640	0.063		
Feb-02	19	1,928,830,595,585	101,517,399,768	-0.008		
Mar-02	20	2,002,216,374,514	100,110,818,726	-0.014		
Apr-02	22	2,062,101,866,506	93,731,903,023	-0.066		
May-02	22	1,985,859,756,557	90,266,352,571	-0.038		
Jun-02	20	1,882,185,380,609	94,109,269,030	0.042		
Jul-02	22	2,349,564,490,189	106,798,385,918	0.126		
Aug-02	22	1,793,429,904,079	81,519,541,095	-0.270		
Sep-02	20	1,518,944,367,204	75,947,218,360	-0.071		
Oct-02	23	2,127,874,947,972	92,516,302,086	0.197		
Nov-02	20	1,780,816,458,122	89,040,822,906	-0.038		
Dec-02	21	1,561,092,215,646	74,337,724,555	-0.180		
Jan-03	21	1,723,698,830,414	82,080,896,686	0.099		
Feb-03	19	1,411,722,405,357	74,301,179,229	-0.100		
Mar-03	21	1,699,581,267,718	80,932,441,320	0.085		
Apr-03	21	1,759,751,025,279	83,797,667,870	0.035		
May-03	21	1,871,390,985,678	89,113,856,461	0.062		
Jun-03	21	2,122,225,077,345	101,058,337,016	0.126		
Jul-03	22	2,100,812,973,956	95,491,498,816	-0.057		
Aug-03	21	1,766,527,686,224	84,120,366,011	-0.127		
Sep-03	21	2,063,584,421,939	98,265,924,854	0.155		
Oct-03	23	2,331,850,083,022	101,384,786,218	0.031		
Nov-03	19	1,903,726,129,859	100,196,112,098	-0.012		
Dec-03	22	2,066,530,151,383	93,933,188,699	-0.065		
Jan-04	20	2,390,942,905,678	119,547,145,284	0.241		
Feb-04	19	2,177,765,594,701	114,619,241,826	-0.042		
Mar-04	23	2,613,808,754,550	113,643,858,893	-0.009		
Apr-04	21	2,418,663,760,191	115,174,464,771	0.013		
May-04	20	2,259,243,404,459	112,962,170,223	-0.019		
Jun-04	21	2,112,826,072,876	100,610,765,375	-0.116		
Jul-04	21	2,209,808,376,565	105,228,970,313	0.045		
Aug-04	22	2,033,343,354,640	92,424,697,938	-0.130		
Sep-04	21	1,993,803,487,749	94,943,023,226	0.027		
Oct-04	21	2,414,599,088,108	114,980,908,958	0.191		
Nov-04	21	2,577,513,374,160	122,738,732,103	0.065		
Dec-04	22	2,673,532,981,863	121,524,226,448	-0.010		
Jan-05	20	2,581,839,174,160	129,091,958,708	0.060		
Feb-05	19	2,532,202,396,053	133,273,810,319	0.032		
Mar-05	22	3,030,474,095,010	137,748,822,500	0.033		
Apr-05	21	2,906,386,858,222	138,399,374,201	0.005		
May-05	21	2,697,406,551,792	128,447,931,038	-0.075		
Jun-05	22	2,825,792,932,509	128,445,133,296	0.000		
Jul-05	20	2,603,995,025,602	130,199,751,280	0.014		
Aug-05	23	2,846,109,434,770	123,743,888,468	-0.051		
Sep-05	21	3,009,608,583,531	143,314,694,454	0.147		
Oct-05	21	3,279,930,784,463	156,187,180,213	0.086		
Nov-05	21	3,163,288,362,669	150,632,779,175	-0.036		
Dec-05	21	3,090,218,506,716	147,153,262,225	-0.023		
Jan-06	20	3,573,306,111,973	178,665,305,599	0.194		
Feb-06	19	3,313,973,129,190	174,419,638,378	-0.024		
Mar-06	23	3,807,374,752,084	165,538,032,699	-0.052		
Apr-06	19	3,257,448,631,999	171,444,664,842	0.035		
May-06	22	4,206,452,683,345	191,202,394,697	0.109		
Jun-06	22	3,993,966,132,543	181,543,915,116	-0.052		
Jul-06	20	3,339,657,248,277	166,982,862,414	-0.084		
Aug-06	23	3,410,343,285,403	148,275,795,018	-0.119		
Sep-06	20	3,407,481,301,776	170,374,065,089	0.139		
Oct-06	22	3,980,061,341,623	180,911,879,165	0.060		
Nov-06	21	3,933,474,986,969	187,308,332,713	0.035		
Dec-06	20	3,715,146,848,695	185,757,342,435	-0.008		
Jan-07	20	4,264,337,570,190	213,216,878,510	0.138		
Feb-07	19	3,947,307,855,865	207,753,045,046	-0.026		
Mar-07	22	5,245,976,330,691	238,453,469,577	0.138		
Apr-07	20	4,274,660,745,896	213,733,037,295	-0.109		

May-07	22	5,173,409,122,483	235,154,960,113	0.096		
Jun-07	21	5,589,955,070,604	266,188,336,695	0.124		
Jul-07	21	5,941,510,339,617	282,929,063,791	0.061		
Aug-07	23	7,715,893,065,459	335,473,611,542	0.170		
Sep-07	19	4,806,887,798,516	252,994,094,659	-0.282		
Oct-07	23	6,501,037,858,934	282,653,819,954	0.111		
Nov-07	21	7,175,404,886,442	341,685,946,973	0.190		
Dec-07	20	5,512,258,179,521	275,612,908,976	-0.215		
Jan-08	21	7,996,757,181,265	380,797,961,013	0.323		
Feb-08	20				390,166,745,447	7,803,334,908,936
Mar-08	20				399,766,030,385	7,995,320,607,691
Apr-08	22				409,601,486,837	9,011,232,710,417
May-08	21				419,678,925,340	8,813,257,432,139
Jun-08	21				430,004,299,385	9,030,090,287,086
Jul-08	22				440,583,708,939	9,692,841,596,650
Aug-08	21				451,423,404,044	9,479,891,484,931
Sep-08	21				462,529,788,516	9,713,125,558,836

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–57401; File No. SR–Amex–2008–12]

Self-Regulatory Organizations; American Stock Exchange, LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change, as Modified by Amendment No. 2 Thereto, Relating to the Exchange's Options Fee Cap Pilot Program for Dividend Strategies, Merger Spreads, and Short Stock Interest Spreads

February 29, 2008.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),[1] and Rule 19b–4 thereunder,[2] notice is hereby given that on February 20, 2008, the American Stock Exchange, LLC ("Amex" or "Exchange") 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. On February 21, 2008, the Exchange filed Amendment No. 1 to the proposal. The Exchange withdrew Amendment No. 1 on February 22, 2008, and submitted Amendment No. 2 on February 27, 2008.[3] Amex has designated this proposal as one establishing or changing a due, fee, or other charge imposed by the Exchange under Section 19(b)(3)(A),[4] and Rule 19b–4(f)(2) thereunder,[5] which renders

the proposal effective upon filing with the Commission. The Commission is publishing this notice to solicit comments on the proposed rule change, as modified by Amendment No. 2, from interested persons.

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

Amex proposes to extend the Fee Cap Pilot Program for dividend strategies, merger spreads, and short stock interest spreads (the "Fee Cap Program") until February 1, 2009. The text of the proposed rule change is available at the Exchange, the Commission's Public Reference Room, and *http://www.amex.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, Amex included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposal. The text of these statements may be examined at the places specified in Item IV below. Amex 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 purpose of the proposed rule change is to extend the current Fee Cap Program from February 19, 2008 through February 1, 2009. The current Fee Cap Program expired on February 1, 2008.

The Fee Cap Program provides that specialists, registered options traders, non-member market makers, firms, and member and non-member broker-dealers

option transaction, comparison and floor brokerage fees are limited to an aggregate fee of $100 for all dividend strategies, merger spreads, and short stock interest spreads executed on the same trading day in the same option class.[6] Additionally, such fees are also limited to $12,500 per month per initiating firm.

To date, the Exchange believes that the current Fee Cap Program has been beneficial, and submits that an extension through February 1, 2009 is warranted. The Exchange asserts that the Fee Cap Program may increase the trading opportunities for members and provide additional business opportunities for the Exchange.

Accordingly, the proposal seeks to extend the pilot through February 1, 2009.

2. Statutory Basis

The Exchange submits that the proposed fee change is consistent with Section 6(b)(4) of the Act[7] regarding the equitable allocation of reasonable dues, fees, and other charges among exchange members and other persons using exchange facilities. The Exchange believes that the proposed extension of the current Fee Cap Program is beneficial to market participants by providing additional trading opportunities at an efficient cost.

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

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

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[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

[3] Amendment No. 2 deleted the references in the original filing to the retroactive application of the Fee Cap Pilot Program from February 1, 2008 through February 19, 2008.

[4] 15 U.S.C. 78s(b)(3)(A).

[5] 17 CFR 240.19b–4(f)(2).

[6] These fees are charged only to Exchange members.

[7] 15 U.S.C. 78f(b)(4).