

summarized below. The Commission plans to submit these existing collections of information to the Office of Management and Budget ("OMB") for extension and approval.

- Form 2-E under the Securities Act of 1933, Report of Sales pursuant to Rule 609 of Regulation E. Rule 609 under the Securities Act of 1933, Report of Sales

Under Rule 609 under the Securities Act of 1933 (17 CFR 230.609), Form 2-E under the Securities Act of 1933 (17 CFR 239.201) is used by small business investment companies or business development companies engaged in limited offerings of securities to report semi-annually the progress of the offering, including the number of shares sold. The form solicits information such as the dates an offering has commenced and has been completed, the number of shares sold and still being offered, amounts received in the offering, and expenses and underwriting discounts incurred in the offering. This information assists the staff in determining whether the issuer has stayed within the limits of an offering exemption.

Form 2-E must be filed semi-annually during an offering and as a final report at the completion of the offering. Less frequent filing would not allow the Commission to monitor the progress of the limited offering in order to ensure that the issuer was not attempting to avoid the normal registration provisions of the securities laws.

During the calendar year 2005, there were 36 filings of Form 2-E by 24 respondents. The Commission estimates, based on its experience with disclosure documents generally and Form 2-E in particular, and based on informal contacts with the investment company industry, that the total annual burden associated with information collection, Form 2-E preparation, and submission is four hours per filing or 144 hours for all respondents.

The estimates of average burden hours are made solely for the purposes of the Act and are not derived from a comprehensive or even representative survey or study of the cost of Commission rules and forms.

Written comments are invited on: (a) Whether the proposed collection of information is necessary for the proper performance of the functions of the agency, including whether the information will have practical utility; (b) the accuracy of the agency's estimate of the burden of the collection of information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burden of the collection of

information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

Please direct your written comments to R. Corey Booth, Director/Chief Information Officer, Securities and Exchange Commission, C/O Shirley Martinson, 6432 General Green Way, Alexandria, Virginia 22312, or send an e-mail to: PRA_Mailbox@sec.gov.

April 19, 2006.

Nancy M. Morris,
Secretary.

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SECURITIES AND EXCHANGE COMMISSION

Submission for OMB Review; Comment Request

Upon written request, copies available from: Securities and Exchange Commission, Office of Filings and Information Services, Washington, DC 20549.

Extension: Form 24F-2; SEC File No. 270-399; OMB Control No. 3235-0456.

Notice is hereby given that pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501-3520), the Securities and Exchange Commission ("Commission") has submitted to the Office of Management and Budget requests for extension of the previously approved collections of information discussed below.

Rule 24f-2 (17 CFR 270.24f-2) under the Investment Company Act of 1940 requires any open-end management companies ("mutual funds"), unit investment trusts ("UITs") or face-amount certificate companies (collectively, "funds") deemed to have registered an indefinite amount of securities to file, not later than 90 days after the end of any fiscal year in which it has publicly offered such securities, Form 24F-2 with the Commission.¹ Form 24F-2 is the annual notice of securities sold by funds that accompanies the payment of registration fees with respect to the securities sold during the fiscal year.

The Commission estimates that 5,509 funds file Form 24F-2 on the required annual basis. The average annual burden per respondent for Form 24F-2 is estimated to be two hours. The total annual burden for all respondents to

¹ 17 CFR 274.24.

Form 24F-2 is estimated to be 11,018 hours. The estimate of average burden hours is made solely for the purposes of the Paperwork Reduction Act, and is not derived from a comprehensive or even a representative survey or study of the costs of Commission rules.

Compliance with the collection of information required by Form 24F-2 is mandatory. The Form 24F-2 filing that must be made to the Commission is available to the public. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number.

General comments regarding the above information should be directed to the following persons: (i) Desk officer for the Securities and Exchange Commission, Office of Information and Regulatory Affairs, Office of Management and Budget, Room 10102, New Executive Office Building, Washington, DC 20503, or e-mail to: David_Rostker@omb.eop.gov; and (ii) R. Corey Booth, Director/Chief Information Officer, Securities and Exchange Commission, C/O Shirley Martinson, 6432 General Green Way, Alexandria, Virginia 22312, or send an e-mail to PRA_Mailbox@sec.gov. Comments must be submitted to OMB within 30 days of this notice.

April 25, 2006.

Nancy M. Morris,
Secretary.

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SECURITIES AND EXCHANGE COMMISSION

Proposed Collection; Comment Request

Upon written request, copies available from: Securities and Exchange Commission, Office of Filings and Information Services, Washington, DC 20549.

Extension: Rule 489 and Form F-N; SEC File No. 270-361; OMB Control No. 3235-0411.

Notice is hereby given that, pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission ("Commission") is soliciting comments on the collection of information summarized below. The Commission plans to submit these existing collections of information to the Office of Management and Budget for extension and approval:

- Rule 489 (17 CFR 230.489) under the Securities Act of 1933 (15 U.S.C. 77a

et seq.), Filing of Form by Foreign Banks and Insurance Companies and Certain of Their Holding Companies and Finance Subsidiaries; and Form F-N (17 CFR 239.43), Appointment of Agent for Service of Process by Foreign Banks and Foreign Insurance Companies and Certain of Their Holding Companies and Finance Subsidiaries Making Public Offerings of Securities in the United States.

Rule 489 (17 CFR 230.489) under the Securities Act of 1933 (15 U.S.C. 77a *et seq.*) requires foreign banks and foreign insurance companies and holding companies and finance subsidiaries of foreign banks and foreign insurance companies that are exempted from the definition of "investment company" by virtue of Rules 3a-1, 3a-5, and 3a-6 under the Investment Company Act of 1940 (15 U.S.C. 80a-1 *et seq.*) to file Form F-N under the Securities Act of 1933 to appoint an agent for service of process when making a public offering of securities in the United States. Approximately seven entities are required by Rule 489 to file Form F-N, which is estimated to require an average of one hour to complete. The estimated annual burden of complying with the rule's filing requirement is approximately eleven hours, as some of the entities submitted multiple filings.

The estimates of average burden hours are made solely for the purposes of the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*) and are not derived from a comprehensive or even representative survey or study of the cost of Commission rules and forms.

Written comments are invited on: (a) Whether the proposed collection of information is necessary for the proper performance of the functions of the agency, including whether the information will have practical utility; (b) the accuracy of the agency's estimate of the burden of the collection of information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

Please direct your written comments to R. Corey Booth, Director/Chief Information Officer, Securities and Exchange Commission, C/O Shirley Martinson, 6432 General Green Way, Alexandria, Virginia 22312, or send an e-mail to: PRA_Mailbox@sec.gov.

April 25, 2006.

Nancy M. Morris,
Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-53733; File No. 4-208]

Intermarket Trading System; Notice of Filing and Immediate Effectiveness of the Twenty Second Amendment to the ITS Plan Relating to the Change in Name From the Cincinnati Stock Exchange, Inc., to the National Stock Exchange and to the Admission of the NASDAQ Stock Market LLC as an ITS Participant

April 27, 2006.

Pursuant to Section 11A of the Securities Exchange Act of 1934 ("Act"),¹ and Rule 608 thereunder,² notice is hereby given that on April 19, 2006, the ITS Participants, through the ITS Operating Committee, submitted to the Securities and Exchange Commission ("Commission") a proposed amendment ("Twenty Second Amendment") to the restated ITS Plan.³ The purpose of the Twenty Second Amendment is to recognize the change in name from the Cincinnati Stock Exchange, Inc., to the National Stock Exchange and to admit the NASDAQ Stock Market LLC as an ITS Participant. Pursuant to Rule 608(b)(3)(ii) under the Act,⁴ the ITS Participants designated the amendment as concerned solely with the administration of the Plan. As a result, the Twenty Second Amendment has become effective upon filing with the Commission.⁵ At any time within 60

¹ 15 U.S.C. 78k-1.

² 17 CFR 242.608.

³ The ITS Plan is a National Market System ("NMS") plan, which was designed to facilitate intermarket trading in exchange-listed equity securities based on current quotation information emanating from the linked markets. See Securities Exchange Act Release No. 19456 (January 27, 1983), 48 FR 4938 (February 3, 1983).

The ITS Participants currently include the American Stock Exchange LLC ("Amex"), the Boston Stock Exchange, Inc. ("BSE"); the Chicago Board Options Exchange, Inc. ("CBOE"); the Chicago Stock Exchange ("CHX"), Inc., the Cincinnati Stock Exchange, Inc. ("CSE"), the National Association of Securities Dealers, Inc. ("NASD"), the New York Stock Exchange, Inc. ("NYSE"), the Pacific Exchange, Inc. ("PCX"), and the Philadelphia Stock Exchange, Inc. ("Phlx") ("Participants").

⁴ 17 CFR 242.608(b)(3)(ii).

⁵ The ITS Participants initially filed the Twenty Second Amendment on March 17, 2006. The ITS Participants amended the filing on April 19, 2006 to designate the filing as effective on filing pursuant to Rule 608(b)(3)(ii) under the Act and to make other technical changes.

days of the filing of the amendment, the Commission may summarily abrogate the amendment and require that such amendment be refilled in accordance with paragraph (a)(1) of Rule 608 and reviewed in accordance with paragraph (b)(2) of Rule 608, if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or the maintenance of fair and orderly markets, to remove impediments to, and perfect the mechanisms of, a national market system or otherwise in furtherance of the purposes of the Act. The Commission is publishing this notice to solicit comments from interested persons.

I. Description and Purpose of the Proposed Amendment

The ITS Participants proposed to amend the restated ITS Plan to recognize the change in name from the Cincinnati Stock Exchange, Inc., to the National Stock Exchange and to admit the NASDAQ Stock Market LLC as an ITS Participant.

A. Governing or Constituent Documents
Not applicable.

B. Implementation of Amendment

The ITS Participants have manifested their approval of the proposed amendment by means of their execution of the Twenty Second Amendment. The Amendment has become effective upon filing.

C. Development and Implementation Phases

Not applicable.

D. Analysis of Impact on Competition

The Participants believe that the proposed amendment does not impose any burden on competition.

E. Written Understanding or Agreements Relating to Interpretation of, or Participation in, Plan

Not applicable.

F. Approval by Sponsors in Accordance With Plan

Under section 4(c) of the restated ITS Plan, the requisite approval of the amendment is achieved by execution of the amendment on behalf of each ITS Participant. The amendment is so executed.

G. Description of Operation of Facility Contemplated by the Proposed Amendment

Not applicable.

H. Terms and Conditions of Access

Not applicable.