survey or study of the costs of Commission rules and forms.

The collection of information under Rule 35d–1 is mandatory. The information provided under Rule 35d–1 is not kept confidential. The Commission may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

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*.

Dated: October 16, 2006.

Nancy M. Morris,

Secretary.

[FR Doc. E6–17618 Filed 10–20–06; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 27518; 812–13043]

Pioneer America Income Trust, et al., Notice of Application

October 16, 2006.

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

ACTION: Notice of application for an order under section 12(d)(1)(J) of the Investment Company Act of 1940 (''Act'') for an exemption from sections 12(d)(1)(A) and (B) of the Act and under sections 6(c) and 17(b) of the Act for an exemption from section 17(a) of the Act.

Summary of the Applications: The order would permit certain registered open-end management investment companies to acquire shares of other registered open-end management investment companies both within and outside the same group of investment companies.

Applicants: Pioneer America Income Trust, Pioneer Balanced Fund, Pioneer Bond Fund, Pioneer Emerging Growth Fund, Pioneer Emerging Markets Fund, Pioneer Equity Income Fund, Pioneer Equity Opportunity Fund, Pioneer Europe Select Equity Fund, Pioneer Fund, Pioneer Fundamental Growth Fund, Pioneer Global High Yield Fund, Pioneer Growth Shares, Pioneer High Yield Fund, Pioneer Ibbotson Asset Allocation Series, Pioneer Independence Fund, Pioneer International Equity Fund, Pioneer International Value Fund, Pioneer Mid Cap Growth Fund, Pioneer Mid Cap Value Fund, Pioneer Money Market Trust, Pioneer Real Estate Shares, Pioneer Research Fund, Pioneer Select Equity Fund, Pioneer Select Value Fund, Pioneer Series Trust I, Pioneer Series Trust II, Pioneer Series Trust III, Pioneer Series Trust IV, Pioneer Series Trust V, Pioneer Short Term Income Fund, Pioneer Small Cap Value Fund, Pioneer Strategic Income Fund, Pioneer Tax Free Income Fund, Pioneer Value Fund, Pioneer Variable Contracts Trust (each a ''Fund'') and Pioneer Investment Management, Inc. (''PIM'').

Filing Dates: The application was filed on November 12, 2003, and amended on September 22, 2006.

Hearing or Notification of Hearing: An order granting the application will be issued unless the Commission orders a hearing. Interested persons may request a hearing by writing to the Commission's Secretary and serving applicants with a copy of the request, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on November 9, 2006, and should be accompanied by proof of service on applicants in the form of an affidavit or, for lawyers, a certificate of service. Hearing requests should state the nature of the writer's interest, the reason for the request, and the issues contested. Persons who wish to be notified of a hearing may request notification by writing to the Commission's Secretary.

ADDRESSES: Secretary, U.S. Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549–1090. Applicants, 60 State Street, Boston, MA 02109.

FOR FURTHER INFORMATION CONTACT: Bruce R. MacNeil, Senior Counsel, at (202) 551–6817 and Mary Kay Frech, Branch Chief, at (202) 551–6821 (Office of Investment Company Regulations, Division of Investment Management).

SUPPLEMENTARY INFORMATION: The following is a summary of the application. The complete application may be obtained for a fee at the Commission's Public Reference Branch, 100 F Street NE., Washington, DC 20549–0102, (202) 551–5850.

Applicants' Representations

1. Each of the Funds is an open-end management investment company registered under the Act. Certain of the Funds are comprised of separate series (each series, also a ''Fund''). Pioneer Variable Contracts Trust serves as a funding vehicle for separate accounts registered under the Act (''Registered Separate Accounts'') and separate accounts exempt from registration under the Act (''Unregistered Separate Accounts,'' together with the Registered Separate Accounts, the ''Separate Accounts'') of unaffiliated insurance companies. PIM is an investment adviser registered under the Investment Advisers Act of 1940.[1]

2. Applicants request relief to permit certain Funds (the ''Funds of Funds'') to acquire shares of registered open-end management investment companies that are part of the same group of investment companies, as defined in section 12(d)(1)(G)(ii) of the Act, as the Funds (''Same Group Funds'') and shares of registered open-end management investment companies that are not part of the same group of investment companies as the Funds (''Other Group Funds,'' together with Same Group Funds, the ''Underlying Funds'') in excess of the limits set forth in section 12(d)(1)(A) of the Act, and Same Group Funds and Other Group Funds, their principal underwriter, and any broker or dealer to sell their shares to the Fund of Funds in excess of the limits set forth in section 12(d)(1)(B) of the Act.[2]

[1] Applicants also request relief for any other registered open-end management investment company, or series thereof, that currently or in the future is part of the same group of investment companies, as defined in section 12(d)(1)(G)(ii) of the Act, as the Funds (included in the term ''Funds'') and is advised by PIM or an entity controlling, controlled by or under common control with PIM (together with PIM, the ''Manager''). All entities that currently intend to rely on the requested order are named as applicants. Any other entities that rely on the order in the future will comply with the terms and conditions of the application.

[2] The initial Funds of Funds are Pioneer Ibbotson Conservative Allocation Fund, Pioneer Ibbotson Moderate Allocation Fund, Pioneer Ibbotson Growth Allocation Fund and Pioneer Ibbotson Aggressive Allocation Fund, each a series of Pioneer Ibbotson Asset Allocation Series, and Pioneer Ibbotson Moderate Allocation VCT Portfolio, Pioneer Ibbotson Growth Allocation VCT Portfolio, and Pioneer Ibbotson Aggressive Allocation VCT Portfolio, each a series of Pioneer Variable Contracts Trust.

Applicants also seek relief to permit Same Group Funds and Other Group Funds that are affiliated persons of a Fund of Funds to sell shares to, and redeem shares from, the Fund of Funds. Each Fund of Funds may also make direct investments, including stocks, bonds and other securities, which are consistent with its investment objective.

3. Applicants state that each Fund of Funds will provide an efficient and simple method of allowing investors to create either a comprehensive asset allocation program or achieve diversification in the market with just one investment. Applicants assert that the Fund of Funds structure is helpful for investors who are able to identify their investment goals but are not comfortable deciding how to invest their assets to achieve those goals.

Applicants' Legal Analysis

A. Section 12(d)(1) of the Act

1. Section 12(d)(1)(A) prohibits a registered investment company from acquiring shares of any other investment company if the securities represent more than 3% of the total outstanding voting stock of the acquired company, more than 5% of the total assets of the acquiring company or, together with the securities of other investment companies, more than 10% of the total assets of the acquiring company. Section 12(d)(1)(B) prohibits a registered open-end investment company, its principal underwriter and any broker or dealer from selling shares of the company to another investment company if the sale will cause the acquiring company to own more than 3% of the acquired company's outstanding voting stock or more than 10% of the acquired company's voting stock to be owned by investment companies generally.

2. Section 12(d)(1)(J) of the Act provides that the Commission may exempt any person, security or transaction from any provisions of section 12(d)(1) if the exemption is consistent with the public interest and the protection of investors. Applicants seek an exemption under section 12(d)(1)(J) to permit a Fund of Funds to acquire shares of Same Group Funds and Other Group Funds, and Same Group Funds and Other Group Funds and their principal underwriter and any broker or dealer to sell shares to a Fund of Funds, beyond the limits set forth in sections 12(d)(1)(A) and (B) of the Act.

3. Applicants state that the proposed arrangement will not give rise to the policy concerns underlying sections 12(d)(1)(A) and (B), which include concerns about undue influence by a fund of funds over underlying funds, excessive layering of fees, and overly complex fund structures. Accordingly, applicants believe that the requested exemption is consistent with the public interest and the protection of investors.

4. Applicants state that the proposed arrangement will not result in undue influence by a Fund of Funds or its affiliates over any Other Group Fund. To limit the influence that a Fund of Funds may have over an Other Group Fund, applicants propose a condition prohibiting (a)(i) the Manager, (ii) any person controlling, controlled by or under common control with the Manager, and (iii) any investment company or issuer that would be an investment company but for section 3(c)(1) or 3(c)(7) of the Act advised by the Manager or any person controlling, controlled by or under common control with the Manager (collectively, the ''Group''), and (b)(i) any investment adviser within the meaning of section 2(a)(20)(B) of the Act (''Subadviser'') of a Fund of Funds, (ii) any person controlling, controlled by or under common control with the Subadviser, and (iii) any investment company or issuer that would be an investment company but for section 3(c)(1) or 3(c)(7) of the Act (or portion of such investment company or issuer) advised by the Subadviser or any person controlling, controlled by or under common control with the Subadviser (collectively, the ''Subadviser Group'') from controlling (individually or in the aggregate) an Other Group Fund within the meaning of section 2(a)(9) of the Act.

5. Applicants also propose conditions 2–7, stated below, to preclude a Fund of Funds and its affiliated entities from taking advantage of an Other Group Fund with respect to transactions between the entities and to ensure the transactions will be on an arm's length basis. Condition 2 precludes a Fund of Funds and its Manager, any Subadviser, promoter, principal underwriter and any person controlling, controlled by or under common control with any of these entities (each, a ''Fund of Funds Affiliate'') from causing any existing or potential investment by the Fund of Funds in an Other Group Fund to influence the terms of any services or transactions between the Fund of Funds or a Fund of Funds Affiliate and the Other Group Fund or its investment adviser(s), promoter, principal underwriter and any person controlling, controlled by or under common control with any of these entities (each, an ''Other Group Fund Affiliate''). Condition 5 precludes a Fund of Funds and Fund of Funds Affiliates (except to the extent they are acting in their capacity as an investment adviser to an Other Group Fund) from causing an Other Group Fund to purchase a security in an offering of securities during the existence of any underwriting or selling syndicate of which a principal underwriter is an officer, director, member of an advisory board, Manager, Subadviser or employee of a Fund of Funds, or a person of which any such officer, director, member of an advisory board, Manager, Subadviser or employee is an affiliated person (each, an ''Underwriting Affiliate,'' except any person whose relationship to the Other Group Fund is covered by section 10(f) of the Act is not an Underwriting Affiliate). An offering of securities during the existence of an underwriting or selling syndicate of which a principal underwriter is an Underwriting Affiliate is an ''Affiliated Underwriting.''

6. In addition, as an assurance that an Other Group Fund understands the implications of an investment by a Fund of Funds operating in reliance on the requested exemptive relief from sections 12(d)(1)(A) and (B), prior to any investment by a Fund of Funds in the Other Group Fund in excess of the limit set forth in section 12(d)(1)(A)(i), condition 8 requires the Fund of Funds and the Other Group Fund to execute an agreement stating, without limitation, that their boards of directors or trustees and their investment advisers understand the terms and conditions of the order and agree to fulfill their responsibilities under the order. Applicants note that the Other Group Fund has the right to reject an investment from a Fund of Funds.

7. Applicants do not believe that the proposed arrangement will involve excessive layering of fees. With respect to investment advisory fees, applicants state that, prior to reliance on the order and subsequently in connection with the approval of any investment advisory contract under section 15 of the Act, the board of directors or trustees of a Fund of Funds (''Board''), including a majority of the directors or trustees who are not ''interested persons,'' as defined in section 2(a)(19) of the Act (''Independent Trustees''), will find that the advisory fees charged to the Fund of Funds under its investment advisory contract(s) are based on services provided that are in addition to, rather than duplicative of, services provided under the investment advisory contract(s) of any Same Group Fund and Other Group Fund. Applicants further state that the Manager to a Fund of Funds will waive fees otherwise payable to the Manager by a Fund of Funds in an amount at least equal to any compensation (including fees received

pursuant to a plan adopted by the Other Group Fund under rule 12b-1 under the Act (''12b–1 Fees'')) received from the Other Group Fund by the Manager, or an affiliated person of the Manager, other than any advisory fees paid to the Manager or its affiliated person, in connection with the investment by the Fund of Funds in the Other Group Fund. Applicants also state that any Subadviser to a Fund of Funds will waive fees otherwise payable to the Subadviser by the Fund of Funds in an amount at least equal to any compensation received from the Other Group Fund by the Subadviser, or an affiliated person of the Subadviser, other than any advisory fees paid to the Subadviser or its affiliated person, in connection with the investment by the Fund of Funds in the Other Group Fund made at the direction of the Subadviser. Applicants agree that the benefit of any such waiver by a Subadviser will be passed through to the Fund of Funds.

8. Applicants represent that the aggregate sales charges and/or service fees (as defined in the NASD Conduct Rules) charged with respect to any Fund of Funds will not exceed the limits applicable to funds of funds set forth in NASD Conduct Rule 2830 (''Rule 2830''). Applicants also represent that with respect to Registered Separate Accounts that invest in a Fund of Funds, no sales load will be charged at the Fund of Funds level or at the Underlying Fund level. Moreover, the prospectus and sales literature for a Fund of Funds will contain clear, concise, ''plain English'' disclosure tailored to the particular document designed to inform investors of the unique characteristics of the Fund of Funds' structure, including but not limited to, its expense structure and the additional expenses of investing in Same Group Funds and Other Group Funds. Each Fund of Funds will comply with the disclosure requirements concerning aggregate costs of investing in the Underlying Funds set forth in Investment Company Act Release No. 27399 by the compliance date set forth therein.

9. Applicants contend that the proposed arrangement will not create an overly complex fund structure. Applicants note that the Underlying Funds will be prohibited from acquiring securities of any investment company or company relying on section 3(c)(1) or 3(c)(7) of the Act in excess of the limits contained in section 12(d)(1)(A), except to the extent that such Underlying Fund (a) receives securities of another investment company as a dividend or as a result of a plan of reorganization of a company (other than a plan devised for the purpose of evading section 12(d)(1)); or (b) acquires (or is deemed to have acquired) securities of another investment company pursuant to exemptive relief from the Commission permitting such Underlying Fund to (i) acquire securities of one or more affiliated investment companies for short-term cash management purposes or (ii) engage in interfund borrowing and lending transactions.

B. Section 17(a) of the Act

1. Section 17(a) generally prohibits purchases and sales of securities, on a principal basis, between a registered investment company and any affiliated person or promoter of, or principal underwriter for, the company, and affiliated persons of such persons. Section 2(a)(3) of the Act defines an ''affiliated person'' of another person to include, among other things, any person directly or indirectly owning, controlling or holding with power to vote 5% or more of the other's outstanding voting securities; any person 5% or more of whose outstanding voting securities are directly or indirectly owned, controlled or held with power to vote by the other person; any person directly or indirectly controlling, controlled by or under common control with the other person; and any investment adviser to an investment company.

2. Section 17(b) authorizes the Commission to grant an order permitting a transaction otherwise prohibited by section 17(a) if it finds that (a) the terms of the proposed transaction, including the consideration to be paid and received, are fair and reasonable and do not involve overreaching on the part of any person concerned; (b) the proposed transaction is consistent with the policies of each registered investment company concerned; and (c) the proposed transaction is consistent with the general purposes of the Act. Section 6(c) permits the Commission to exempt any person or transaction, or any class or classes of persons or transactions from any provisions of the Act, if 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.

3. Applicants state that a Fund of Funds and the Same Group Funds may be deemed to be under common control since both are advised by the Manager. Applicants also state that an Underlying Fund might be deemed to be an affiliated person of a Fund of Funds if the Fund of Funds acquires 5% or more of the Underlying Fund's outstanding voting securities. Accordingly, section 17(a) could prevent a Same Group Fund or an Other Group Fund from selling shares to, and redeeming shares from, a Fund of Funds.

4. Applicants seek an exemption under sections 6(c) and 17(b) to allow the proposed transactions. Applicants state that the transactions satisfy the standards for relief under sections 6(c) and 17(b). Specifically, applicants state that the terms of the transactions are fair and reasonable and do not involve overreaching. Applicants represent that the proposed transactions will be consistent with the policies of each Fund of Funds and Underlying Fund, and with the general purposes of the Act. In addition, applicants note that the consideration paid in sales and redemptions permitted under the requested order of shares of the Underlying Funds will be based on the net asset values of the Underlying Funds.

Applicants' Conditions

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

1. The members of the Group will not control (individually or in the aggregate) an Other Group Fund within the meaning of section 2(a)(9) of the Act. The members of the Subadviser Group will not control (individually or in the aggregate) an Other Group Fund within the meaning of section 2(a)(9) of the Act. If, as a result of a decrease in the outstanding voting securities of an Other Group Fund, the Group or the Subadviser Group, each in the aggregate, becomes a holder of more than 25 percent of the outstanding voting securities of an Other Group Fund, the Group and the Subadviser Group (except for any member of the Group or the Subadviser Group that is a Separate Account) will vote its shares of the Other Group Fund in the same proportion as the vote of all other holders of the Other Group Fund's shares. A Registered Separate Account will seek voting instructions from its contract holders and will vote its shares of an Other Group Fund in accordance with the instructions received and will vote those shares for which no instructions were received in the same proportion as the shares for which instructions were received. An Unregistered Separate Account will either (a) vote its shares of the Other Group Fund in the same proportion as the vote of all other holders of the Other Group Fund's shares; or (b) seek voting instructions from its contract holders and vote its shares in accordance with the instructions received and vote those

shares for which no instructions were received in the same proportion as the shares for which instructions were received. This condition shall not apply to the Subadviser Group with respect to an Other Group Fund for which the Subadviser, or a person controlling, controlled by, or under common control with the Subadviser, acts as the investment adviser within the meaning of section 2(a)(20)(A) of the Act.

2. No Fund of Funds or Fund of Funds Affiliate will cause any existing or potential investment by the Fund of Funds in an Other Group Fund to influence the terms of any services or transactions between the Fund of Funds or a Fund of Funds Affiliate and the Other Group Fund or an Other Group Fund Affiliate.

3. The Board of each Fund of Funds, including a majority of the Independent Trustees, will adopt procedures reasonably designed to assure that the Manager and any Subadviser to the Fund of Funds are conducting the investment program of the Fund of Funds, including the initial selection of Other Group Funds and any subsequent changes, without taking into account any consideration received by the Fund of Funds or a Fund of Funds Affiliate from an Other Group Fund or an Other Group Fund Affiliate in connection with any services or transactions including any revenue sharing or similar payments by an Other Group Fund Affiliate to a Fund of Funds Affiliate.

4. Once an investment by a Fund of Funds in the securities of an Other Group Fund exceeds the limit in section 12(d)(1)(A)(i) of the Act, the board of directors or trustees of the Other Group Fund, including a majority of the Independent Trustees, will determine that any consideration paid by the Other Group Fund to the Fund of Funds or a Fund of Funds Affiliate in connection with any services or transactions: (a) Is fair and reasonable in relation to the nature and quality of the services and benefits received by the Other Group Fund; (b) is within the range of consideration that the Other Group Fund would be required to pay to another unaffiliated entity in connection with the same services or transactions; and (c) does not involve overreaching on the part of any person concerned. This condition does not apply with respect to any services or transactions between an Other Group Fund and its investment adviser(s), or any person controlling, controlled by, or under common control with such investment adviser(s).

5. No Fund of Funds or Fund of Funds Affiliate (except to the extent it is acting in its capacity as an investment adviser to an Other Group Fund) will cause an Other Group Fund to purchase a security in an Affiliated Underwriting.

6. The board of directors or trustees of an Other Group Fund, including a majority of the Independent Trustees, will adopt procedures reasonably designed to monitor any purchases of securities by the Other Group Fund in Affiliated Underwritings, once an investment by a Fund of Funds in shares of the Other Group Fund exceeds the limit of section 12(d)(1)(A)(i) of the Act, including any purchases made directly from an Underwriting Affiliate. The board will review these purchases periodically, but no less frequently than annually, to determine whether the purchases were influenced by the investment by a Fund of Funds in shares of the Other Group Fund. The board should consider, among other things: (a) Whether the purchases were consistent with the investment objectives and policies of the Other Group Fund; (b) how the performance of securities purchased in an Affiliated Underwriting compares to the performance of comparable securities purchased during a comparable period of time in underwritings other than Affiliated Underwritings or to a benchmark such as a comparable market index; and (c) whether the amount of securities purchased by the Other Group Fund in Affiliated Underwritings and the amount purchased directly from an Other Group Fund have changed significantly from prior years. The board shall take any appropriate actions based on its review, including, if appropriate, the institution of procedures designed to assure that purchases of securities in Affiliated Underwritings are in the best interest of shareholders.

7. Each Other Group Fund shall maintain and preserve permanently in an easily accessible place a written copy of the procedures described in the preceding condition, and any modifications, and will maintain and preserve for a period of not less than six years from the end of the fiscal year in which any purchase in an Affiliated Underwriting occurred, the first two years in an easily accessible place, a written record of each purchase of securities in Affiliated Underwritings once an investment by a Fund of Funds in the securities of the Other Group Fund exceeds the limit of section 12(d)(1)(A)(i) of the Act, setting forth from whom the securities were acquired, the identity of the underwriting syndicate's members, the terms of the purchase, and the information or materials upon which the board's determinations were made.

8. Before investing in an Other Group Fund in excess of the limit in section 12(d)(1)(A)(i), each Fund of Funds and the Other Group Fund will execute an agreement stating, without limitation, that their boards of directors or trustees and their investment advisers understand the terms and conditions of the order and agree to fulfill their responsibilities under the order (''Participation Agreement''). At the time of its investment in shares of an Other Group Fund in excess of the limit in section 12(d)(1)(A)(i), a Fund of Funds will notify the Other Group Fund of the investment. At such time, the Fund of Funds will also transmit to the Other Group Fund a list of the names of each Fund of Funds Affiliate and Underwritings Affiliate. The Fund of Funds will notify the Other Group Fund of any changes to the list of names as soon as reasonably practicable after a change occurs. The Other Group Fund and the Fund of Funds will maintain and preserve a copy of the order, the Participation Agreement and the list with any updated information for the duration of the investment and for a period of not less than six years thereafter, the first two years in an easily accessible place.

9. Before approving any advisory contract under section 15 of the Act, the Board of each Fund of Funds, including a majority of the Independent Trustees, will find that the advisory fees charged under such advisory contract(s) are based on services provided that will be in addition to, rather than duplicative of, the services provided under the advisory contract(s) of any Underlying Fund in which the Fund of Funds may invest. These findings and their basis will be recorded fully in the minute books of the appropriate Fund of Funds.

10. The Manager will waive fees otherwise payable to the Manager by the Fund of Funds, in an amount at least equal to any compensation (including fees received pursuant to any plan adopted by an Other Group Fund under rule 12b–1 under the Act) received from an Other Group Fund by the Manager, or an affiliated person of the Manager, other than any advisory fees paid to the Manager or its affiliated person by the Other Group Fund, in connection with the investment by the Fund of Funds in the Other Group Fund. Any Subadviser will waive fees otherwise payable to the Subadviser, directly or indirectly, by the Fund of Funds in an amount at least equal to any compensation received from an Other Group Fund by the Subadviser, or an affiliated person of the Subadviser, other than any advisory fees paid to the Subadviser or its affiliated person by the Other Group Fund, in

connection with the investment by the Fund of Funds in the Other Group Fund made at the direction of the Subadviser. In the event that the Subadviser waives fees, the benefit of the waiver will be passed through to the Fund of Funds.

11. With respect to Registered Separate Accounts that invest in a Fund of Funds, no sales load will be charged at the Fund of Funds level or at the Underlying Fund level. Other sales charges and services fees, as defined in Rule 2830, if any, will only be charged at the Fund of Funds level or at the Underlying Fund level, but not both. With respect to other investments in a Fund of Funds, any sales charges and/or service fees will not exceed the limits applicable to a fund of funds as set forth in Rule 2830.

12. No Underlying Fund will acquire securities of any investment company or company relying on section 3(c)(1) or 3(c)(7) of the Act in excess of the limits contained in section 12(d)(1)(A) of the Act except to the extent the Underlying Fund (a) receives securities of another investment company as a dividend or as a result of a plan of reorganization of a company (other than a plan devised for the purpose of evading section 12(d)(1) of the Act); or (b) acquires (or is deemed to have acquired) securities of another investment company pursuant to exemptive relief from the Commission permitting the Underlying Fund to (i) acquire securities of one or more affiliated investment companies for short-term cash management purposes; or (ii) engage in interfund borrowing or lending transactions.

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

Nancy M. Morris,

Secretary.

[FR Doc. E6–17619 Filed 10–20–06; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

Sunshine Act Meeting

Notice is hereby given, pursuant to the provisions of the Government in the Sunshine Act, Public Law 94–409, that the Securities and Exchange Commission will hold the following meeting during the week of October 23, 2006:

A Closed Meeting will be held on Thursday, October 26, 2006 at 10 a.m.

Commissioners, Counsels to the Commissioners, the Secretary to the Commission, and recording secretaries will attend the Closed Meeting. Certain staff members who have an interest in the matters may also be present.

The General Counsel of the Commission, or his designee, has certified that, in his opinion, one or more of the exemptions set forth in 5 U.S.C. 552b(c)(3), (5), (7), (8), (9)(B) and (10) and 17 CFR 200.402(a) (3), (5), (7), (8), (9)(ii), and (10) permit consideration of the scheduled matters at the Closed Meeting.

Commissioner Nazareth, as duty officer, voted to consider the items listed for the closed meeting in closed session.

The subject matters of the Closed Meeting scheduled for Thursday, October 26, 2006 will be:

Formal orders of investigation;
Institution and settlement of injunctive actions;
Institution and settlement of administrative proceedings of an enforcement nature;
Other matters relating to enforcement proceeding;
Collection matter;
Regulatory matter regarding a financial institution; and
Adjudicatory matters.

At times, changes in Commission priorities require alterations in the scheduling of meeting items.

For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact:

The Office of the Secretary at (202) 551–5400.

Dated: October 19, 2006.

J. Lynn Taylor,

Assistant Secretary.

[FR Doc. 06–8861 Filed 10–19–06; 3:59 pm]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–54612, File No. SR–MSRB–2006–07]

Self-Regulatory Organizations; Municipal Securities Rulemaking Board; Order Approving Proposed Rule Change to MSRB Rule G–14 RTRS Procedures Relating to ''List Offering Price'' and ''Takedown'' Transactions

October 17, 2006.

On August 15, 2006, the Municipal Securities Rulemaking Board (''MSRB'' or ''Board''), filed with the Securities and Exchange Commission (''SEC'' or ''Commission''), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (''Act''),[1] and Rule 19b–4 thereunder,[2] a proposed rule change to Rule G–14 RTRS Procedures under Rule G–14, Reports of Sales or Purchases, to expand the usage of ''list offering price'' transactions to include certain inter-dealer ''takedown'' transactions and to require the reporting of these transactions as ''list offering price'' transactions on the first day of trading of a new issue. The MSRB proposed an effective date for the proposed rule change of January 8, 2007. The proposed rule change was published for comment in the **Federal Register** on September 14, 2006.[3] The Commission received no comment letters regarding the proposal.

The proposed rule change retains the end of the day exception from the normal fifteen minute reporting deadline for the expanded category of ''List Offering Price/Takedown'' transactions. The MSRB believes that the proposed rule change recognizes the similarities between List Offering Price and Takedown transactions and the dissimilarities between these transactions and secondary market transactions in a new issue, and further believes that transparency reports on the first day of trading for a new issue would be more useful if List Offering Price and Takedown transactions were identified with a special condition indicator.

The Commission finds that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to the MSRB[4] and, in particular, the requirements of Section 15B(b)(2)(C) of the Act[5] and the rules and regulations thereunder. Section 15B(b)(2)(C) of the Act requires, among other things, that the MSRB's rules be designed 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 municipal securities, to remove impediments to and perfect the mechanism of a free and open market in municipal securities, and, in general, to protect investors and the public interest.[6] In particular, the Commission finds that the proposed rule change will allow the municipal

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

[2] 17 CFR 240.19b–4.

[3] *See* Securities Exchange Act Release No. 54416 (September 8, 2006), 71 FR 54323 (September 14, 2006).

[4] 4 In approving this rule the Commission notes that it has considered the proposed rule's impact on efficiency, competition and capital formation. 15 U.S.C. 78c(f).

[5] 15 U.S.C. 78o–4(b)(2)(C).

[6] *Id.*