

DEGS00628 Assistant Press Secretary to the Director, Public Affairs. Effective January 03, 2008.

DEGS00631 Special Assistant to the Assistant Secretary for Congressional and Intergovernmental Affairs. Effective January 18, 2008.

DEGS00632 Special Assistant to the Chief of Staff. Effective January 18, 2008.

DEGS00634 Special Assistant to the White House Liaison. Effective January 18, 2008.

DEGS00633 Press Secretary to the Director, Public Affairs. Effective January 23, 2008.

DEGS00636 Special Assistant to the Director, Public Affairs. Effective January 30, 2008.

*Section 213.3332 Small Business Administration*

SBGS02645 Senior Advisor to the Administrator. Effective January 18, 2008.

SBGS02646 Senior Advisor to the Associate Administrator for Entrepreneurial Development. Effective January 18, 2008.

SBGS00641 Director, Office of Strategic Alliance to the Associate Administrator for Communications and Public Liaison. Effective January 22, 2008.

SBGS00642 Assistant Administrator for Intergovernmental Affairs to the Chief of Staff. Effective January 22, 2008.

SBGS00643 Deputy Associate Administrator for Field Operations to the Associate Administrator for Field Operations. Effective January 22, 2008.

SBGS00648 White House Liaison to the Administrator. Effective January 29, 2008.

*Section 213.3346 Selective Service System*

SSGS03359 Executive Officer/Chief of Staff to the Director Selective Service System. Effective January 28, 2008.

*Section 213.3356 Commission on Civil Rights*

CCGS60029 Special Assistant to the Commissioner. Effective January 24, 2008.

*Section 213.3357 National Credit Union Administration*

CUOT00025 Staff Assistant to a Board Member. Effective January 07, 2008.

*Section 213.3379 Commodity Futures Trading Commission*

CTOT00094 Attorney Advisor (General) to the Chairperson. Effective January 18, 2008.

*Section 213.3382 National Endowment for the Humanities*

NHGS60075 Director of Communications to the Deputy Chairman. Effective January 09, 2008.

*Section 213.3384 Department of Housing and Urban Development*

DUGS60276 Staff Assistant to the Assistant Secretary for Housing, Federal Housing Commissioner. Effective January 03, 2008.

DUGS60357 Staff Assistant to the Chief of Staff. Effective January 10, 2008.

DUGS60270 Staff Assistant to the Chief of Staff. Effective January 25, 2008.

DUGS60427 Staff Assistant to the Assistant Secretary for Administration/Chief Human Capital Officer. Effective January 25, 2008.

*Section 213.3394 Department of Transportation*

DTGS60383 Assistant to the Secretary for Policy to the Chief of Staff. Effective January 03, 2008.

DTGS60243 Speechwriter to the Associate Director for Speechwriting. Effective January 09, 2008.

DTGS60055 Associate Director for Governmental Affairs to the Assistant Secretary for Governmental Affairs. Effective January 16, 2008.

DTGS60341 Associate Director for Governmental Affairs to the Deputy Assistant Secretary for Governmental Affairs. Effective January 23, 2008.

DTGS60287 Special Assistant to the Director for Scheduling and Advance. Effective January 29, 2008.

DTGS60375 White House Liaison to the Chief of Staff. Effective January 29, 2008.

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

Office of Personnel Management.

**Howard C. Weizmann,**

*Deputy Director.*

[FR Doc. E8-4088 Filed 3-3-08; 8:45 am]

**BILLING CODE 6325-39-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 an Open Meeting on Tuesday, March 4, 2008 at 10 a.m., in Room L-002, the Auditorium.

The subject matter of the Open Meeting scheduled for March 4, 2008 will be:

1. The Commission will consider whether to propose two new rules under the Investment Company Act concerning exchange-traded funds ("ETFs"). Proposed Rule 6c-11 would provide exemptions from restrictions of the Act, to permit ETFs to operate without the need to obtain individual exemptive orders from the Commission. The Commission also will consider related disclosure amendments, and rule revisions concerning fund of funds restrictions of that Act.

2. The Commission will consider whether to propose a rule directed at misrepresentations in connection with a seller's ability or intent to deliver securities by settlement date.

3. The Commission will consider a recommendation to propose amendments to Regulation S-P, which governs the privacy of consumer financial information. The amendments would address the Rule's provisions related to the safeguarding and disposal of financial information, and would specify information that may be transferred when employees of broker-dealers or investment advisers change firms.

Commissioner Casey, as duty officer, determined that no earlier notice of the Open Meeting was possible.

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: February 27, 2008.

**Florence E. Harmon,**

*Deputy Secretary.*

[FR Doc. E8-4083 Filed 3-3-08; 8:45 am]

**BILLING CODE 8011-01-P**

**SECURITIES AND EXCHANGE COMMISSION**

**[Investment Company Act Release No. 28175; 812-13473]**

**Advisors Series Trust, et al.; Notice of Application**

February 27, 2008.

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

**ACTION:** Notice of an application for an order under section 6(c) of the Investment Company Act of 1940 ("Act") for an exemption from section 15(a) of the Act and rule 18f-2 under the Act, as well as from certain disclosure requirements.

**SUMMARY OF THE APPLICATION:**

Applicants request an order that would permit them to enter into and materially amend subadvisory agreements without shareholder approval and would grant relief from certain disclosure requirements.

*Applicants:* Advisors Series Trust (the "Trust") and FundQuest Incorporated (the "Adviser").

**FILING DATES:** The application was filed on December 31, 2007, and amended on January 28, 2008.

**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 March 24, 2008 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 by writing to the Commission's Secretary.

**ADDRESSES:** Secretary, U.S. Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-1090. Applicants, c/o Julie Allecta, Esq., Paul Hastings, Janofsky and Walker, 55 Second Street, 24th Floor, San Francisco, CA 94105.

**FOR FURTHER INFORMATION CONTACT:**

Lewis B. Reich, Senior Counsel, at (202) 551-6919, or Nadya B. Roytblat, Assistant Director, at (202) 551-6821 (Office of Investment Company Regulation, 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 20549-1520 (telephone (202) 551-5850).

**Applicants' Representations**

1. The Trust, a Delaware statutory trust organized as a series investment company, is registered under the Act as an open-end management investment company and currently offers thirty-three series, ten of which are advised by the Adviser ("Funds").<sup>1</sup> The Adviser, a

Delaware corporation and a wholly-owned subsidiary of Paribas North America, is registered as an investment adviser under the Investment Advisers Act of 1940 ("Advisers Act"), and will serve as investment adviser to the Funds under an investment advisory agreement with the Trust ("Advisory Agreement") that will have been approved by each respective Fund's shareholders and the Trust's Board of Trustees ("Board"), including a majority of the trustees who are not "interested persons," as defined in section 2(a)(19) of the Act, of either the Trust or the Adviser ("Independent Trustees").

2. Under the terms of the Advisory Agreement, the Adviser will provide each Fund with overall management services and continuously review, supervise and administer each Fund's investment program, subject to the supervision of, and policies established by, the Board. For the investment management services it will provide to each Fund, the Adviser will receive the fee specified in the Advisory Agreement from such Fund. The Advisory Agreement will also permit the Adviser, subject to the approval of the Board and Fund shareholders, to enter into investment subadvisory agreements ("Subadvisory Agreements") with one or more subadvisers ("Subadvisers"). The Adviser has entered into Subadvisory Agreements with various Subadvisers to provide investment advisory services to the Funds. Each Subadviser is, and every future Subadviser will be, registered as an investment adviser under the Advisers Act. The Adviser will monitor and evaluate the Subadvisers and recommend to the Board their hiring, retention or termination. Subadvisers recommended to the Board by the Adviser will be selected and approved by the Board, including a majority of the Independent Trustees. Each Subadviser will have discretionary authority to invest the assets or a portion of the assets of a particular Fund. The Adviser will compensate each Subadviser out of the fees paid to the Adviser under the Advisory Agreement.

3. Applicants request an order to permit the Adviser, subject to Board approval, to enter into and materially amend Subadvisory Agreements without obtaining shareholder approval.

described in the application; and (c) complies with the terms and conditions of the requested order (included in the term "Funds"). The only existing registered open-end management investment company that currently intends to rely on the requested order is named as an applicant. If the name of any Fund contains the name of a Subadviser (as defined below), the name of the Adviser will precede the name of the Subadviser.

The requested relief will not extend to any Subadviser that is an affiliated person, as defined in section 2(a)(3) of the Act, of the Trust or of the Adviser, other than by reason of serving as a subadviser to one or more of the Funds ("Affiliated Subadviser").

4. Applicants also request an exemption from the various disclosure provisions described below that may require a Fund to disclose fees paid by the Adviser to each Subadviser. An exemption is requested to permit the Trust to disclose for each Fund (as both a dollar amount and as a percentage of each Fund's net assets): (a) The aggregate fees paid to the Adviser and any Affiliated Subadvisers; and (b) the aggregate fees paid to Subadvisers other than Affiliated Subadvisers ("Aggregate Fee Disclosure"). Any Fund that employs an Affiliated Subadviser will provide separate disclosure of any fees paid to the Affiliated Subadviser.

**Applicants' Legal Analysis**

1. Section 15(a) of the Act provides, in relevant part, that is unlawful for any person to act as an investment adviser to a registered investment company except pursuant to a written contract that has been approved by a vote of a majority of the company's outstanding voting securities. Rule 18f-2 under the Act provides that each series or class of stock in a series investment company affected by a matter must approve that matter if the Act requires shareholder approval.

2. Form N-1A is the registration statement used by open-end investment companies. Item 14(a)(3) of Form N-1A requires disclosure of the method and amount of the investment adviser's compensation.

3. Rule 20a-1 under the Act requires proxies solicited with respect to an investment company to comply with Schedule 14A under the Securities Exchange Act of 1934 ("1934 Act"). Items 22(c)(1)(ii), 22(c)(1)(iii), 22(c)(8) and 22(c)(9) of Schedule 14A, taken together, require a proxy statement for a shareholder meeting at which the advisory contract will be voted upon to include the "rate of compensation of the investment adviser," the "aggregate amount of the investment adviser's fees," a description of the "terms of the contract to be acted upon," and, if a change in the advisory fee is proposed, the existing and proposed fees and the difference between the two fees.

4. Form N-SAR is the semi-annual report filed with the Commission by registered investment companies. Item 48 of Form N-SAR requires investment companies to disclose the rate schedule

<sup>1</sup> Applicants request relief with respect to any existing and any future series of the Trust that: (a) Is advised by the Adviser or a person controlling, controlled by, or under common control with the Adviser; (b) uses the management structure

for fees paid to their investment advisers, including the Subadvisers.

5. Regulation S-X sets forth the requirements for financial statements required to be included as part of investment company registration statements and shareholder reports filed with the Commission. Sections 6-07(2)(a), (b), and (c) of Regulation S-X require that investment companies include in their financial statements information about investment advisory fees.

6. Section 6(c) of the Act provides that the Commission may exempt any person, security, or transaction or any class or classes of persons, securities, or transactions from any provisions of the Act, or from any rule thereunder, 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. Applicants state that their requested relief meets this standard for the reasons discussed below.

7. Applicants assert that the shareholders rely on the Adviser's experience to select one or more Subadvisers best suited to achieve a Fund's investment objectives. Applicants assert that, from the perspective of the investor, the role of the Subadvisers is comparable to that of the individual portfolio managers employed by traditional investment company advisory firms. Applicants state that requiring shareholder approval of each Subadvisory Agreement would impose costs and unnecessary delays on the Funds, and may preclude the Adviser from acting promptly in a manner considered advisable by the Board. Applicants note that the Advisory Agreement and any Subadvisory Agreement with an Affiliated Subadviser will remain subject to section 15(a) of the Act and rule 18f-2 under the Act.

8. Applicants assert that some Subadvisers use a "posted" rate schedule to set their fees. Applicants state that while Subadvisers are willing to negotiate fees that are lower than those posted on the schedule, they are reluctant to do so where the fees are disclosed to other prospective and existing customers. Applicants submit that the requested relief will encourage potential Subadvisers to negotiate lower subadvisory fees with the Adviser.

#### **Applicants' Conditions**

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

1. Before a Fund may rely on the order requested in the application, the

operation of the Fund in the manner described in the application will be approved by a majority of the Fund's outstanding voting securities, as defined in the Act, or, in the case of a Fund whose public shareholders purchase shares on the basis of a prospectus containing the disclosure contemplated by condition 2 below, by the sole initial shareholder before offering the Fund's shares to the public.

2. The prospectus for each Fund will disclose the existence, substance, and effect of any order granted pursuant to the application. Each Fund will hold itself out to the public as employing the management structure described in the application. The prospectus will prominently disclose that the Adviser has ultimate responsibility (subject to oversight by the Board) to oversee the Subadvisers and recommend their hiring, termination, and replacement.

3. Within 90 days of the hiring of any new Subadviser, the affected Fund shareholders will be furnished all information about the new Subadviser that would be included in a proxy statement, except as modified to permit Aggregate Fee Disclosure. This information will include Aggregate Fee Disclosure and any change in that disclosure caused by the addition of the new Subadviser. To meet this obligation, the Fund will provide shareholders within 90 days of the hiring of a new Subadviser with an information statement meeting the requirements of Regulation 14C, Schedule 14C, and Item 22 of Schedule 14A under the 1934 Act, except as modified by the order to permit Aggregate Fee Disclosure.

4. The Adviser will not enter into a Subadvisory Agreement with any Affiliated Subadviser without that agreement, including the compensation to be paid thereunder, being approved by the shareholders of the applicable Fund.

5. At all times, at least a majority of the Board will be Independent Trustees, and the nomination of new or additional Independent Trustees will be placed within the discretion of the then-existing Independent Trustees.

6. When a Subadviser change is proposed for a Fund with an Affiliated Subadviser, the Board, including a majority of the Independent Trustees, will make a separate finding, reflected in the applicable Board minutes, that such change is in the best interests of the Fund and its shareholders and does not involve a conflict of interest from which the Adviser or the Affiliated Subadviser would derive an inappropriate advantage.

7. Independent legal counsel, as defined in rule 0-1(a)(6) under the Act, will be engaged to represent the Independent Trustees. The selection of such counsel will be within the discretion of the then existing Independent Trustees.

8. The Adviser will provide the Board, no less frequently than quarterly, with information about the profitability of the Adviser on a per-Fund basis. The information will reflect the impact on profitability of the hiring or termination of any Subadviser during the applicable quarter.

9. Whenever a Subadviser is hired or terminated, the Adviser will provide the Board with information showing the expected impact on the profitability of the Adviser.

10. The Adviser will provide general management services to each Fund, including overall supervisory responsibility for the general management and investment of the Fund's assets and, subject to review and approval of the Board, will (i) set each Fund's overall investment strategies; (ii) evaluate, select and recommend Subadvisers to manage all or part of a Fund's assets; (iii) when appropriate, allocate and reallocate a Fund's assets among multiple Subadvisers; (iv) monitor and evaluate the performance of Subadvisers; and (v) implement procedures reasonably designed to ensure that the Subadvisers comply with each Fund's investment objective, policies and restrictions.

11. No director or officer of the Trust, or director or officer of the Adviser, will own directly or indirectly (other than through a pooled investment vehicle that is not controlled by such person) any interest in a Subadviser, except for (a) ownership of interests in the Adviser or any entity that controls, is controlled by, or is under common control with the Adviser; or (b) ownership of less than 1% of the outstanding securities of any class of equity or debt of a publicly traded company that is either a Subadviser or an entity that controls, is controlled by, or is under common control with a Subadviser.

12. Each Fund will disclose in its registration statement the Aggregate Fee Disclosure.

13. The requested order will expire on the effective date of Rule 15a-5 under the Act, if adopted.

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

**Florence E. Harmon,**  
*Deputy Secretary.*

[FR Doc. E8-4081 Filed 3-3-08; 8:45 am]

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