

(b) Establish the Bank Loan Rate formula used to determine the interest rate on Interfund Loans and review, no less frequently than annually, the continuing appropriateness of the Bank Loan Rate formula; and

(c) Review, no less frequently than annually, the continuing appropriateness of each Fund's participation in the proposed credit facility.

15. In the event an Interfund Loan is not paid according to its terms and such default is not cured within two business days from its maturity or from the time the lending Fund makes a demand for payment under the provisions of the Interfund Lending Agreement, FAM will promptly refer such loan for arbitration to an independent arbitrator selected by the Trustees of each Fund involved in the loan who will serve as arbitrator of disputes concerning Interfund Loans.<sup>3</sup> The arbitrator will resolve any problem promptly, and the arbitrator's decision will be binding on both Funds. The arbitrator will submit, at least annually, a written report to the Trustees setting forth a description of the nature of any dispute and the actions taken by the Funds to resolve the dispute.

16. Each Fund will maintain and preserve for a period of not less than six years from the end of the fiscal year in which any transaction by it under the proposed credit facility occurred, the first two years in an easily accessible place, written records of all such transactions setting forth a description of the terms of the transactions, including the amount, the maturity and the Interfund Loan Rate, the rate of interest available at the time each Interfund Loan is made on overnight bank time deposits and such other information presented to the Fund's Trustees in connection with the review required by conditions 13 and 14.

17. FAM will prepare and submit to the Trustees for review an initial report describing the operations of the proposed credit facility and the procedures to be implemented to ensure that all Funds are treated fairly. After the commencement of the proposed credit facility, FAM will report on the operations of the proposed credit facility at the Trustees' quarterly meetings.

In addition, for two years following the commencement of the credit facility, the independent public accountant for each Fund shall prepare an annual report that evaluates FAM's assertion

<sup>3</sup> If the dispute involves Funds with different Trustees, the respective Trustees of each Fund will select an independent arbitrator that is satisfactory to each Fund.

that it has established procedures reasonably designed to achieve compliance with the terms and conditions of the order. The report will be prepared in accordance with the Statements on Standards for Attestation Engagements No. 10, and it shall be filed pursuant to Item 77Q3 of Form N-SAR as such Statements or Form may be revised, amended, or superseded from time to time. In particular, the report shall address procedures designed to achieve the following objectives:

(a) That the Interfund Loan Rate will be higher than the Time Deposit Rate, but lower than the Bank Loan Rate;

(b) Compliance with the collateral requirements as set forth in the application;

(c) Compliance with the percentage limitations on interfund borrowing and lending;

(d) Allocation of interfund borrowing and lending demand in an equitable manner and in accordance with procedures established by the Trustees; and

(e) That the Interfund Loan Rate does not exceed the interest rate on any third party borrowings of a borrowing Fund at the time of the Interfund Loan.

After the final report is filed, each Fund's independent auditors, in connection with their audit examination of the Funds, will continue to review the operation of the proposed credit facility for compliance with the conditions of the application and their review will form the basis, in part, of the auditor's report on internal accounting controls in Form NSAR.

18. No Fund will participate in the proposed credit facility upon receipt of requisite regulatory approval unless it has fully disclosed in its prospectus and/or statement of additional information all material facts about its intended participation.

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

**Florence E. Harmon,**

*Deputy Secretary.*

[FR Doc. E9-17355 Filed 7-21-09; 8:45 am]

**BILLING CODE 8010-01-P**

## **SECURITIES AND EXCHANGE COMMISSION**

### **Sunshine Act Meetings**

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 Closed Meetings on Thursday, July 23, 2009 at 2 p.m. and on Friday, July 24, 2009 at 8 a.m.

Commissioners, Counsel to the Commissioners, the Secretary to the Commission, and recording secretaries will attend the Closed Meetings. Certain staff members who have an interest in the matters also may 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), 9(B) and (10) and 17 CFR 200.402(a)(3), (5), (7), 9(ii) and (10), permit consideration of the scheduled matters at the Closed Meetings.

Commissioner Casey, as duty officer, voted to consider the items listed for the Closed Meetings in a closed session, and determined that no earlier notice thereof was possible.

The subject matter of the Closed Meeting scheduled for Thursday, July 23, 2009 will be:

institution and settlement of injunctive actions; institution and settlement of administrative proceedings; and other matters relating to enforcement proceedings.

The subject matter of the Closed Meeting scheduled for Friday, July 24, 2009 will be:

consideration of amici consideration; and litigation 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: July 17, 2009.

**Elizabeth M. Murphy,**  
*Secretary.*

[FR Doc. E9-17488 Filed 7-20-09; 11:15 am]

**BILLING CODE 8010-01-P**

## **SECURITIES AND EXCHANGE COMMISSION**

**[Release No. PA-39; File No. S7-14-09]**

### **Privacy Act of 1974: Systems of Records**

**AGENCY:** Securities and Exchange Commission.

**ACTION:** Notice to establish systems of records.

**SUMMARY:** In accordance with the requirements of the Privacy Act of 1974, as amended, 5 U.S.C. 552a, the Securities and Exchange Commission ("Commission" or "SEC") gives notice of proposing to establish the following five new Privacy Act systems of records:

“Information Pertaining or Relevant to SEC Registrants and Their Activities (SEC–55)”, “Mailing, Contact and Other Lists (SEC–56)”, “International Program Oversight Database (International-POD) (SEC–57)”, “System for Enforcement Case Tracking and Routing (SEC–58)”, and “Office of Interpretation and Guidance Log; Office of Broker-Dealer Finances NRSRO Log; and Office of Financial Responsibility Log (SEC–59)”.

**DATES:** The proposed systems will become effective August 31, 2009 unless further notice is given. The Commission will publish a new notice if the effective date is delayed to review comments or if changes are made based on comments received. To be assured of consideration, comments should be received on or before August 21, 2009.

**ADDRESSES:** Comments may be submitted by any of the following methods:

#### *Electronic Comments*

- Use the Commission’s Internet comment form (<http://www.sec.gov/rules/other.shtml>); or
- Send an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number S7–14–09 on the subject line.

#### *Paper Comments*

- Send paper comments in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549–1090.

All submissions should refer to File Number S7–14–09. This file number should be included on the subject line if e-mail is used. To help us process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission’s Internet Web site (<http://www.sec.gov/rules/other.shtml>). Comments are also available for public inspection and copying in the Commission’s Public Reference Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. All comments received will be posted without change; we do not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

**FOR FURTHER INFORMATION CONTACT:** Barbara A. Stance, Chief Privacy Officer, Office of Information Technology, 202–551–7209.

**SUPPLEMENTARY INFORMATION:** The Commission gives notice of the proposed establishment of five new systems of records as follows: “Information Pertaining or Relevant to

SEC Registrants and Their Activities (SEC–55)”, which contains records on individuals associated with entities or persons that are registered with the SEC; “Mailing, Contact and Other Lists (SEC–56)”, which contains records related to individuals and employees who submit request for information, subscriptions, inquiries, guidance, informal advice and other assistance to the SEC; “International Program Oversight Database (International-POD) (SEC–57)”, which contains information related to an SEC investigation, international institute training, foreign regulators and stock exchanges, SEC travel records and United States Agency for International Development (USAID) reimbursable programs; “System for Enforcement Case Tracking and Routing (SEC–58)”, which contains correspondence related to litigation, pleadings in administrative proceedings, and other documents; and “Office of Interpretation and Guidance Log; Office of Broker-Dealer Finances NRSRO Log; and Office of Financial Responsibility Log (SEC–59)”, which contains records of inquiries, requests, comments or other communications submitted to the Division of Trading and Markets’ Office of Interpretation and Guidance, the Office of Broker-Dealer Finances relating to NRSROs or to the Office of Financial Responsibility, respectively.

The Commission has submitted a report of the new systems of records to the appropriate Congressional committees and to the Director of the Office of Management and Budget (“OMB”) as required by 5 U.S.C. 552a(r) (Privacy Act of 1974) and guidelines issued by OMB on December 12, 2000 (65 FR 77677).

Accordingly, the Commission is proposing five new systems of records to read as follows:

#### **SEC–55**

##### **SYSTEM NAME:**

Information Pertaining or Relevant to SEC Registrants and Their Activities.

##### **SYSTEM LOCATION:**

Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549. Records also are maintained in the SEC Regional Offices.

##### **CATEGORIES OF INDIVIDUALS COVERED BY THE SYSTEM:**

Records concern individuals associated with entities or persons that are registered with the SEC as broker-dealers, investment advisers, investment companies, self-regulatory organizations, clearing agencies, nationally recognized statistical rating

organizations, and transfer agents (individually, a “Registrant;” collectively, “Registrants”). Records may also concern persons, directly or indirectly, with whom Registrants or their affiliates have client relations or business arrangements.

##### **CATEGORIES OF RECORDS IN THE SYSTEM:**

Records may contain information relating to the business activities and transactions of Registrants and their associated persons, as well as their compliance with provisions of the federal securities laws and with rules of self-regulatory organizations and clearing agencies. Records may also contain information regarding the business activities and transactions of individuals or entities with whom Registrants have client relations or business arrangements.

##### **AUTHORITY FOR MAINTENANCE OF THE SYSTEM:**

15 U.S.C. 78a *et seq.*, 80a–1 *et seq.*, and 80b–1 *et seq.*

##### **PURPOSE(S):**

1. For use by authorized SEC personnel in connection with their official functions including, but not limited to, the conduct of examinations for compliance with federal securities laws, investigations into possible violations of the federal securities laws, and other matters relating to the SEC’s regulatory and law enforcement functions.

2. To maintain continuity within the SEC as to each Registrant and to provide SEC staff with the background and results of earlier examinations of Registrants, as well as an insight into current industry practices or possible regulatory compliance issues.

3. To conduct lawful relational searches or analysis or filtering of data in matters relating to the SEC’s examination, regulatory or law enforcement functions.

##### **ROUTINE USES OF RECORDS MAINTAINED IN THE SYSTEM, INCLUDING CATEGORIES OF USERS AND THE PURPOSES OF SUCH USES:**

In addition to those disclosures generally permitted under 5 U.S.C. 552a(b) of the Privacy Act, these records or information contained therein may specifically be disclosed outside the Commission as a routine use pursuant to 5 U.S.C. 552a(b)(3) as follows:

1. When (1) it is suspected or confirmed that the security or confidentiality of information in the system of records has been compromised; (2) the SEC has determined that as a result of the suspected or confirmed compromise there is a risk of harm to economic or property interests, identity theft or

fraud, or harm to the security or integrity of this system or other systems or programs (whether maintained by the SEC or another agency or entity) that rely upon the compromised information; and (3) the disclosure is made to such agencies, entities, and persons who are reasonably necessary to assist in connection with the SEC's efforts to respond to the suspected or confirmed compromise and prevent, minimize, or remedy such harm.

2. To coordinate law enforcement activities between the SEC and other federal, state, local or foreign law enforcement agencies, securities self-regulatory organizations and foreign securities authorities.

3. By SEC personnel for purposes of investigating possible violations of, or to conduct investigations authorized by, the federal securities laws.

4. In connection with investigations or disciplinary proceedings by a state securities regulatory authority, a foreign securities authority, or by a self-regulatory organization involving one or more of its members.

5. Where there is an indication of a violation or potential violation of law, whether civil, criminal or regulatory in nature, and whether arising by general statute or particular program statute, or by regulation, rule or order issued pursuant thereto, the relevant records in the system of records may be referred, as a routine use, to the appropriate agency, whether federal, state, local, foreign or a securities-related self-regulatory organization charged with the responsibility of investigating or prosecuting such violation or charged with enforcing or implementing the statute, or rule, regulation or order issued pursuant thereto.

6. In connection with their regulatory and enforcement responsibilities mandated by the federal securities laws (as defined in Section 3(a)(47) of the Securities Exchange Act of 1934, 15 U.S.C. 78c(a)(47)), or state or foreign laws regulating securities or other related matters, records in this system of records may be disclosed to national securities exchanges and national securities associations that are registered with the SEC, the Municipal Securities Rulemaking Board, the Securities Investor Protection Corporation, the federal banking authorities, including, but not limited to, the Board of Governors of the Federal Reserve System, the Comptroller of the Currency, and the Federal Deposit Insurance Corporation, state securities regulatory or law enforcement agencies or organizations, or regulatory or law enforcement agencies of a foreign government.

7. In any proceeding where the federal securities laws are in issue or in which the SEC or past or present members of its staff is a party or otherwise involved in an official capacity.

8. In connection with proceedings by the SEC pursuant to Rule 102(e) of its Rules of Practice, 17 CFR 201.102(e).

9. When considered appropriate, referred to a bar association or similar federal, state or local licensing authority for possible disciplinary action.

10. To disclose as a "routine use" to a federal, state or local governmental authority maintaining civil, criminal or other relevant enforcement information or other pertinent information, such as current licenses, if necessary to obtain information relevant to an agency decision concerning the hiring or retention of an employee, the issuance of a security clearance, the letting of a contract, or the issuance of a license, grant or other benefit.

11. To disclose to a federal, state or local governmental authority, in response to its request, in connection with the hiring or retention of an employee, the issuance of a security clearance, the reporting of an investigation of an employee, the letting of a contract, or the issuance of a license, grant, or other benefit by the requesting agency, to the extent that the information is relevant and necessary to the requesting agency's decision on the matter.

12. As a data source for management information for production of summary descriptive statistics and analytical studies in support of the function for which the records are collected and maintained or for related personnel management functions or manpower studies; may also be utilized to respond to general requests for statistical information (without personal identification of individuals) under the Freedom of Information Act or to locate specific individuals for personnel research or other personnel management functions.

13. To disclose as a routine use to any trustee, receiver, master, special counsel, or other individual or entity that is appointed by a court of competent jurisdiction, or as a result of an agreement between the parties in connection with litigation or administrative proceedings involving allegations of violations of the federal securities laws (as defined in section 3(a)(47) of the Securities Exchange Act of 1934, 15 U.S.C. 78c(a)(47) or the SEC's Rules of Practice, 17 CFR 201 *et seq.* or otherwise, where such trustee, receiver, master, special counsel or other individual or entity is specifically designated to perform particular

functions with respect to, or as a result of, the pending action or proceeding or in connection with the administration and enforcement by the SEC of the federal securities laws or the SEC's Rules of Practice.

14. To disclose to any person during the course of any inquiry or investigation conducted by the SEC staff, or in connection with civil litigation, if the staff has reason to believe that the person to whom the record is disclosed may have further information about the matters related therein, and those matters appeared to be relevant at the time to the subject matter of the inquiry.

15. To disclose to any person with whom the SEC contracts to reproduce, by typing, photocopy or other means, any record within this system for use by the SEC and its staff in connection with their official duties or to any person who is utilized by the SEC to perform clerical, stenographic or data analysis functions relating to the official business of the SEC.

16. To disclose in reports published by the SEC pursuant to authority granted in the federal securities laws (as defined in Section 3(a)(47) of the Securities Exchange Act of 1934, 15 U.S.C. 78c(a)(47)).

17. To disclose to members of advisory committees that are created by the SEC or by Congress to render advice and recommendations to the SEC or to Congress, to be used solely in connection with their official, designated functions.

18. To disclose as a routine use to any person who is or has agreed to be subject to the SEC's Rules of Conduct, 17 CFR 200.735-1 to 200.735-18, and who assists in the investigation by the SEC of possible violations of federal securities laws (as defined in Section 3(a)(47) of the Securities Exchange Act of 1934, 15 U.S.C. 78c(a)(47)), in the preparation or conduct of enforcement actions brought by the SEC for such violations, or otherwise in connection with the SEC's enforcement or regulatory functions under the federal securities laws.

19. To disclose to a Congressional office from the record of an individual in response to an inquiry from the Congressional office made at the request of that individual.

20. To aid in responding to requests from Members of Congress and the public relating to particular Registrants and their activities.

21. To disclose to interns, grantees, experts and contractors who have been engaged by the Commission to assist in the performance of a service related to this system of records and who need

access to the records for the purpose of assisting the Commission in the efficient administration of its programs. Recipients of these records shall be required to comply with the requirements of the Privacy Act of 1974, as amended, 5 U.S.C. 552a.

**POLICIES AND PRACTICES FOR STORING, RETRIEVING, ACCESSING, RETAINING, AND DISPOSING OF RECORDS IN THE SYSTEM:**

**STORAGE:**

Records are maintained in electronic format, paper form, magnetic disk and tape. Electronic records are stored in computerized databases. Paper, magnetic disk or tape records are stored in locked file rooms or metal file cabinets.

**RETRIEVABILITY:**

Information is indexed by name of the Registrant or by certain SEC identification numbers. Information regarding individuals may be obtained through the use of cross-reference methodology or some form of personal identifier. Access for inquiry purposes is via a computer terminal.

**SAFEGUARDS:**

Records are safeguarded in a secured environment. Buildings where records are stored have security cameras and 24 hour security guard service. Access is limited to those personnel whose official duties require access. Computerized records are safeguarded through use of access codes and information technology security.

**RETENTION AND DISPOSAL:**

These records will be maintained until they become inactive, at which time they will be retired or destroyed in accordance with records schedules of the United States Securities and Exchange Commission and as approved by the National Archives and Records Administration.

**SYSTEM MANAGER(S) AND ADDRESS:**

Chief Information Officer, Office of Information Technology, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Alexandria, VA 22312-2413.

**NOTIFICATION PROCEDURE:**

All requests to determine whether this system of records contains a record pertaining to the requesting individual may be directed to the FOIA/PA Officer, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-5100.

**RECORD ACCESS PROCEDURES:**

Persons wishing to obtain information on the procedures for gaining access to

or contesting the contents of these records may contact the FOIA/PA Officer, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-5100.

**CONTESTING RECORD PROCEDURES:**

See Record Access Procedures above.

**RECORD SOURCE CATEGORIES:**

Record sources include filings made by Registrants; information obtained through examinations or investigations of Registrants and their activities; information contained in SEC correspondence with Registrants; information received from other federal, state, local, foreign or other regulatory organizations or law enforcement agencies; complaint information received by the SEC via letters, telephone calls, e-mails or any other form of communication; and data obtained from third-party sources.

**EXEMPTIONS CLAIMED FOR THE SYSTEM:**

None.

**SEC-56**

**SYSTEM NAME:**

Mailing, Contact and Other Lists.

**SYSTEM LOCATION:**

Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549. Records are also maintained in the SEC Regional Offices.

**CATEGORIES OF INDIVIDUALS COVERED BY THE SYSTEM:**

Records contain information related to individuals and employees who submit requests for information, subscriptions, inquiries, guidance, informal advice and other assistance to the SEC in any format, including but not limited to paper, telephone, and electronic submissions; SEC personnel assigned to handle such correspondence; individuals who have registered for SEC events and responded to questionnaires, request forms and feedback forms.

**CATEGORIES OF RECORDS IN THE SYSTEM:**

Records may contain information relating to but not limited to name, title, affiliation, mailing address, telephone number, cell phone number, fax number, e-mail address, business affiliation, other contact and related supporting information provided to the Commission by individuals or derived from other sources covered by this system of records and not currently covered under an existing SORN.

**AUTHORITY FOR MAINTENANCE OF THE SYSTEM:**

15 U.S.C. 77a *et seq.*, 78a *et seq.*, 80a-1 *et seq.*, and 80b-1 *et seq.*

**PURPOSE(S):**

1. To track and process complaints/inquiries/requests/comments and communications from members of the public, including industry representatives, counsel, and others.

2. To handle subscription requests for informational literature, reports, and other SEC materials, via individual, mass, and targeted mailing in the furtherance of SEC activities.

3. To process registration to SEC-related activities and events.

**ROUTINE USES OF RECORDS MAINTAINED IN THE SYSTEM, INCLUDING CATEGORIES OF USERS AND THE PURPOSES OF SUCH USES:**

In addition to those disclosures generally permitted under 5 U.S.C. 552a(b) of the Privacy Act, these records or information contained therein may specifically be disclosed outside the Commission as a routine use pursuant to 5 U.S.C. 552a(b)(3) as follows:

1. When (1) it is suspected or confirmed that the security or confidentiality of information in the system of records has been compromised; (2) the SEC has determined that as a result of the suspected or confirmed compromise there is a risk of harm to economic or property interests, identity theft or fraud, or harm to the security or integrity of this system or other systems or programs (whether maintained by the SEC or another agency or entity) that rely upon the compromised information; and (3) the disclosure is made to such agencies, entities, and persons who are reasonably necessary to assist in connection with the SEC's efforts to respond to the suspected or confirmed compromise and prevent, minimize, or remedy such harm.

2. Where there is an indication of a violation or potential violation of law, whether civil, criminal or regulatory in nature, and whether arising by general statute or particular program statute, or by regulation, rule or order issued pursuant thereto, the relevant records in the system of records may be referred, as a routine use, to the appropriate agency, whether federal, state, local, foreign or a securities self-regulatory organization charged with the responsibility of investigating or prosecuting such violation or charged with enforcing or implementing the statute, or rule, regulation or order issued pursuant thereto.

3. Records in this system may, in the discretion of the Commission's staff, be disclosed to any person during the course of any inquiry or investigation conducted by the Commission staff, or in connection with civil litigation, if the staff has reason to believe that the

person to whom the record is disclosed may have further information about the matters related therein, and those matters appeared to be relevant at the time to the subject matter of the inquiry.

4. A record or information in this system may be disclosed to any person with whom the Commission contracts to reproduce, by typing, photocopy or other means, any record within this system for use by the Commission and its staff in connection with their official duties or to any person who is utilized by the Commission to perform clerical or stenographic functions relating to the official business of the Commission.

5. Records or information in records contained in this system may be disclosed to members of advisory committees that are created by the Commission or by Congress to render advice and recommendations to the Commission or to Congress, to be used solely in connection with their official, designated functions.

6. Disclosure may be made to a Congressional office from the record of an individual in response to an inquiry from the Congressional office made at the request of that individual.

7. To interns, grantees, experts and contractors who have been engaged by the Commission to assist in the performance of a service related to this system of records and who need access to the records for the purpose of assisting the Commission in the efficient administration of its programs. Recipients of these records shall be required to comply with the requirements of the Privacy Act of 1974, as amended, 5 U.S.C. 552a.

**POLICIES AND PRACTICES FOR STORING, RETRIEVING, ACCESSING, RETAINING, AND DISPOSING OF RECORDS IN THE SYSTEM:**

**STORAGE:**

Records are maintained in electronic format, paper form, magnetic disk and tape. Electronic records are stored in computerized databases. Paper, magnetic disk or tape records are stored in locked file rooms or metal file cabinets.

**RETRIEVABILITY:**

Records may be retrieved by any of the following: E-mail address, name, or an assigned file number for the purpose of responding to the requestor. Information may additionally be retrieved by other personal identifiers.

**SAFEGUARDS:**

Records are safeguarded in a secured environment. Buildings where records are stored have security cameras and 24 hour security guard service. Access is limited to those personnel whose

official duties require access. Computerized records are safeguarded through use of access codes and information technology security.

**RETENTION AND DISPOSAL:**

These records will be maintained until they become inactive, at which time they will be retired or destroyed in accordance with records schedules of the United States Securities and Exchange Commission and as approved by the National Archives and Records Administration.

**SYSTEM MANAGER(S) AND ADDRESS:**

**FOR SEC HEADQUARTERS:**

U. S. Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549. Components: Office of the Chairman and Commissioners, Division of Corporation Finance, Division of Trading and Markets, Division of Investment Management, Division of Enforcement, Office of the General Counsel, Office of the Chief Accountant, Office of Economic Analysis, Office of Compliance Inspections and Examinations, Office of International Affairs, Office of Investor Education and Advocacy, Office of Information Technology, Office of the Executive Director, Office of Human Resources, Office of Financial Management, Office of Administrative Services, Office of Risk Assessment, Office of the Inspector General, Office of Legislative and Intergovernmental Affairs, Office of Public Affairs, Office of the Secretary, Office of Equal Employment Opportunity, and Office of Administrative Law Judges.

**FOR REGIONAL OFFICES:**

New York Regional Office, Regional Director, 3 World Financial Center, Suite 400, New York, NY 10281-1022; Boston Regional Office, Regional Director, 33 Arch Street, 23rd Floor, Boston, MA 02110-1424; Philadelphia Regional Office, Regional Director, The Mellon Independence Center, 701 Market Street, Suite 2000, Philadelphia, PA 19106-1532; Miami Regional Office, Regional Director, 801 Brickell Avenue, Suite 1800, Miami, FL 33131-4901, Atlanta Regional Office, Regional Director, 3475 Lenox Road, NE., Suite 1000, Atlanta, GA 30326-1232; Chicago Regional Office, Regional Director, 175 West Jackson Boulevard, Suite 900, Chicago, IL 60604-2908; Denver Regional Office, Regional Director, 1801 California Street, Suite 1500, Denver, CO 80202-2656; Fort Worth Regional Office, Regional Director, Burnett Plaza, Suite 1900, 801 Cherry Street, Unit #18, Fort Worth, TX 76102-6882; Salt Lake

Regional Office, Regional Director, 15 West South Temple Street, Suite 1800, Salt Lake City, UT 84101-1573; Los Angeles Regional Office, Regional Director, 5670 Wilshire Boulevard, 11th Floor, Los Angeles, CA 90036-3648; San Francisco Regional Office, Regional Director, 44 Montgomery Street, Suite 2600, San Francisco, CA 94104-4716.

**NOTIFICATION PROCEDURE:**

All requests to determine whether this system of records contains a record pertaining to the requesting individual may be directed to the FOIA/PA Officer, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-5100.

**RECORD ACCESS PROCEDURES:**

Persons wishing to obtain information on the procedures for gaining access to or contesting the contents of these records may contact the FOIA/PA Officer, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-5100.

**CONTESTING RECORD PROCEDURES:**

See Record Access Procedures above.

**RECORD SOURCE CATEGORIES:**

The information is supplied by the individual and/or company making the request. Data may also be added pertaining to the fulfillment of the request. Information may also be obtained from other SEC records systems.

**EXEMPTIONS CLAIMED FOR THE SYSTEM:**

None.

**SEC-57**

**SYSTEM NAME:**

International Program Oversight Database (International—POD).

**SYSTEM LOCATION:**

Office of International Affairs, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549.

**CATEGORIES OF INDIVIDUALS COVERED BY THE SYSTEM:**

Foreign and domestic contacts for Enforcement workload/Commission and foreign requests; foreign and domestic contacts for policy requests; Foreign officials trained in SEC Headquarters; Chairmen, CEOs, and Presidents of foreign regulators and stock exchanges; SEC staff traveling overseas; and information on vendors providing support for SEC's technical assistance program and individuals entitled to USAID reimbursements.

**CATEGORIES OF RECORDS IN THE SYSTEM:**

Contact information of individuals related to Enforcement cases and policy requests. Contact information of international institute foreign officials trained in SEC Headquarters; Contact information for Chairmen, CEOs, and Presidents of foreign regulators and stock exchanges; SEC staff traveling overseas; and information on vendors providing support for SEC's technical assistance program and individuals entitled to USAID reimbursements.

Correspondence relevant to the matter, internal staff memoranda, Commission Minutes and Commission Orders, working papers of the staff and other documents and records relating to the matter, opening reports, progress reports and closing reports, miscellaneous records relating to cross-border investigations or litigation and other international enforcement and regulatory matters.

**AUTHORITY FOR MAINTENANCE OF THE SYSTEM:**

15 U.S.C. 77s, 77t, 78u, 77uuu, 80a-41, 80b-9, and 17 CFR 202.5.

**PURPOSE(S):**

Tracks data gathered by the Office of International Affairs with respect to processing (1) requests for enforcement cooperation with foreign regulators and law enforcement agencies; (2) international regulatory policy matters designed to protect investors, improve market efficiency, and eliminate opportunities for "regulatory arbitrage"; (3) technical assistance and international training programs for emerging securities markets; (4) directory of contacts for foreign regulators and stock exchanges; (5) SEC staff foreign travel; and (6) USAID Reimbursement.

**ROUTINE USES OF RECORDS MAINTAINED IN THE SYSTEM, INCLUDING CATEGORIES OF USERS AND THE PURPOSES OF SUCH USES:**

In addition to those disclosures generally permitted under 5 U.S.C. 552a(b) of the Privacy Act, these records or information contained therein may specifically be disclosed outside the Commission as a routine use pursuant to 5 U.S.C. 552a(b)(3) as follows:

1. When (1) it is suspected or confirmed that the security or confidentiality of information in the system of records has been compromised; (2) the SEC has determined that as a result of the suspected or confirmed compromise there is a risk of harm to economic or property interests, identity theft or fraud, or harm to the security or integrity of this system or other systems or programs (whether maintained by the

SEC or another agency or entity) that rely upon the compromised information; and (3) the disclosure is made to such agencies, entities, and persons who are reasonably necessary to assist in connection with the SEC's efforts to respond to the suspected or confirmed compromise and prevent, minimize, or remedy such harm.

2. To coordinate law enforcement activities between the SEC and other federal, state, local or foreign law enforcement agencies, securities self-regulatory organizations, and foreign securities authorities.

3. Where there is an indication of a violation or potential violation of law, whether civil, criminal or regulatory in nature, and whether arising by general statute or particular program statute, or by regulation, rule or order issued pursuant thereto, the relevant records in the system of records may be referred to the appropriate agency, whether federal, state, or local, a foreign governmental authority or foreign securities authority, or a securities self-regulatory organization charged with the responsibility of investigating or prosecuting such violation or charged with enforcing or implementing the statute or rule, regulation or order issued pursuant thereto.

4. In any proceeding where the federal securities laws are in issue or in which the Commission, or past or present members of its staff, is a party or otherwise involved in an official capacity.

5. To respond to inquiries from Members of Congress, the press and the public which relate to specific matters that the Commission has investigated and to matters under the Commission's jurisdiction.

6. To interns, grantees, experts and contractors who have been engaged by the Commission to assist in the performance of a service related to this system of records and who need access to the records for the purpose of assisting the Commission in the efficient administration of its programs. Recipients of these records shall be required to comply with the requirements of the Privacy Act of 1974, as amended, 5 U.S.C. 552a.

**POLICIES AND PRACTICES FOR STORING, RETRIEVING, ACCESSING, RETAINING, AND DISPOSING OF RECORDS IN THE SYSTEM:****STORAGE:**

Records are maintained in electronic format and paper form. Electronic records are stored in computerized databases. Paper records are stored in locked file rooms or metal file cabinets.

**RETRIEVABILITY:**

Data are retrievable by the individual's name or other identifier, such as case number, name, as well as non-identifying information.

**SAFEGUARDS:**

Records are safeguarded in a secured environment. Buildings where records are stored have security cameras and 24 hour security guard service. Access is limited to those personnel whose official duties require access. Computerized records are safeguarded through use of access codes and information technology security.

**RETENTION AND DISPOSAL:**

These records will be maintained until they become inactive, at which time they will be retired or destroyed in accordance with records schedules of the United States Securities and Exchange Commission and as approved by the National Archives and Records Administration.

**SYSTEM MANAGER(S) AND ADDRESS:**

Deputy Director, Office of International Affairs, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-1004.

**NOTIFICATION PROCEDURE:**

All requests to determine whether this system of records contains a record pertaining to the requesting individual may be directed to the FOIA/PA Officer, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-5100.

**RECORD ACCESS PROCEDURES:**

Persons wishing to obtain information on the procedures for gaining access to or contesting the contents of these records may contact the FOIA/PA Officer, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-5100.

**CONTESTING RECORD PROCEDURES:**

See Record Access Procedures above.

**RECORD SOURCE CATEGORIES:**

Information contained in this system is obtained from enforcement requests related to an SEC investigation; international institute training programs; foreign regulators and stock exchanges; SEC travel records; and USAID reimbursable programs.

**EXEMPTIONS CLAIMED FOR THE SYSTEM:**

None.

**SEC-58****SYSTEM NAME:**

System for Enforcement Case Tracking and Routing (SECTR).

**SYSTEM LOCATION:**

Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549. Files may also be maintained in the Commission's Regional Offices that conducted an investigation or litigation, or at a records management company under contract with the Commission. Closed investigatory files are stored at a federal records center.

**CATEGORIES OF INDIVIDUALS COVERED BY THE SYSTEM:**

Records are maintained on persons who have been involved in Commission investigations or litigation, or in activities which violated or may have violated federal, state or foreign laws relating to transactions in securities, the conduct of securities business or investment advisory activities, and banking or other financial activities.

**CATEGORIES OF RECORDS IN THE SYSTEM:**

Correspondence relevant to the matter, internal staff memoranda, Commission Orders, settlement offers, Wells submissions, sworn financial statements, affidavits, transcripts of testimony, copies of pleadings, documents and other evidence obtained in the course of the matter, computerized records, working papers of the staff, and other documents and records relating to the matter.

**AUTHORITY FOR MAINTENANCE OF THE SYSTEM:**

15 U.S.C. 77s, 77t, 78u, 77uuu, 80a-41, 80b-9, and 17 CFR 202.5.

**PURPOSE(S):**

The purpose of this system of records is to create and maintain an electronic database of enforcement matters reviewed and comments provided by staff of the Division of Trading and Markets to the Division of Enforcement; and to maintain a record of communications within the Division of Trading and Markets relating to the enforcement matters reviewed.

**ROUTINE USES OF RECORDS MAINTAINED IN THE SYSTEM, INCLUDING CATEGORIES OF USERS AND THE PURPOSES OF SUCH USES:**

In addition to those disclosures generally permitted under 5 U.S.C. 552a(b) of the Privacy Act, these records or information contained therein may specifically be disclosed outside the Commission as a routine use pursuant to 5 U.S.C. 552a(b)(3) as follows:

1. When (1) it is suspected or confirmed that the security or confidentiality of information in the system of records has been compromised; (2) the SEC has determined that as a result of the suspected or confirmed compromise there is a risk of harm to economic or

property interests, identity theft or fraud, or harm to the security or integrity of this system or other systems or programs (whether maintained by the SEC or another agency or entity) that rely upon the compromised information; and (3) the disclosure is made to such agencies, entities, and persons who are reasonably necessary to assist in connection with the SEC's efforts to respond to the suspected or confirmed compromise and prevent, minimize, or remedy such harm.

2. As a data source for management information for production of summary descriptive statistics and analytical studies in support of the function for which the records are collected and maintained or for related personnel management functions or manpower studies, and to respond to general requests for statistical information (without personal identification of individuals) under the Freedom of Information Act or to locate specific individuals for personnel research or other personnel management functions.

3. In connection with their regulatory and enforcement responsibilities mandated by the federal securities laws (as defined in Section 3(a)(47) of the Securities Exchange Act of 1934, 15 U.S.C. 78c(a)(47)), or state or foreign laws regulating securities or other related matters, records may be disclosed to national securities associations that are registered with the Commission, the Municipal Securities Rulemaking Board, the Securities Investor Protection Corporation, the federal banking authorities, including but not limited to, the Board of Governors of the Federal Reserve System, the Comptroller of the Currency, and the Federal Deposit Insurance Corporation, state securities regulatory or law enforcement agencies or organizations, or regulatory law enforcement agencies of a foreign government, or foreign securities authority.

4. To any person with whom the Commission contracts to reproduce, by typing, photocopy or other means, any record within this system for use by the Commission and its staff in connection with their official duties or to any person who is utilized by the Commission to perform clerical or stenographic functions relating to the official business of the Commission.

5. Inclusion in reports published by the Commission pursuant to authority granted in the federal securities laws (as defined in Section 3(a)(47) of the Securities Exchange Act of 1934, 15 U.S.C. 78c(a)(47)).

6. To members of advisory committees that are created by the

Commission or by Congress to render advice and recommendations to the Commission or to Congress, to be used solely in connection with their official designated functions.

7. To any person who is or has agreed to be subject to the Commission's Rules of Conduct, 17 CFR 200.735-1 to 200.735-18, and who assists in the investigation by the Commission of possible violations of federal securities laws (as defined in Section 3(a)(47) of the Securities Exchange Act of 1934, 15 U.S.C. 78c(a)(47)), in the preparation or conduct of enforcement actions brought by the Commission for such violations, or otherwise in connection with the Commission's enforcement or regulatory functions under the federal securities laws.

8. Disclosure may be made to a Congressional office from the record of an individual in response to an inquiry from the Congressional office made at the request of that individual.

9. To respond to inquiries from Members of Congress, the press and the public which relate to specific matters that the Commission has investigated and to matters under the Commission's jurisdiction.

10. To prepare and publish information relating to violations of the federal securities laws as provided in 15 U.S.C. 78c(a)(47).

11. To respond to subpoenas in any litigation or other proceeding.

12. To interns, grantees, experts and contractors who have been engaged by the Commission to assist in the performance of a service related to this system of records and who need access to the records for the purpose of assisting the Commission in the efficient administration of its programs. Recipients of these records shall be required to comply with the requirements of the Privacy Act of 1974, as amended, 5 U.S.C. 552a.

**POLICIES AND PRACTICES FOR STORING, RETRIEVING, ACCESSING, RETAINING, AND DISPOSING OF RECORDS IN THE SYSTEM:****STORAGE:**

Records are maintained in electronic format, paper form and other media. Electronic records are stored in computerized databases. Paper and other media records are stored in locked file rooms or metal file cabinets.

**RETRIEVABILITY:**

The records can be retrieved by the case number or case name (as designated by the Division of Enforcement), or by the name of an involved party related to the investigation being conducted or the

administrative proceeding or civil action filed.

**SAFEGUARDS:**

Records are safeguarded in a secured environment. Buildings where records are stored have security cameras and 24 hour security guard service. Access is limited to those personnel whose official duties require access. Computerized records are safeguarded through use of access codes and information technology security.

**RETENTION AND DISPOSAL:**

These records will be maintained until they become inactive, at which time they will be retired or destroyed in accordance with records schedules of the United States Securities and Exchange Commission and as approved by the National Archives and Records Administration.

**SYSTEM MANAGER(S) AND ADDRESS:**

Assistant Director, Office of Enforcement Liaison and Institutional Trading, Division of Trading and Markets, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549-6628.

**NOTIFICATION PROCEDURE:**

All requests to determine whether this system of records contains a record pertaining to the requesting individual may be directed to the FOIA/PA Officer, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-5100.

**RECORD ACCESS PROCEDURES:**

Persons wishing to obtain information on the procedures for gaining access to or contesting the contents of these records may contact the FOIA/PA Officer, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-5100.

**CONTESTING RECORD PROCEDURES:**

See Record Access Procedures above.

**RECORD SOURCE CATEGORIES:**

Information in these records is supplied by other offices within the Commission; correspondence relating to litigation; pleadings in administrative proceedings; and other documents, including evidence entered in such proceedings.

**EXEMPTIONS CLAIMED FOR THE SYSTEM:**

None.

**SEC-59**

**SYSTEM NAMES:**

Office of Interpretation and Guidance Log; Office of Broker-Dealer Finances NRSRO Log; and Office of Financial Responsibility Log.

**SYSTEM LOCATION:**

Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549.

**CATEGORIES OF INDIVIDUALS COVERED BY THE SYSTEM:**

Representatives of regulated entities and their counsel, members of the public, representatives of other governmental agencies or Congress, and others who submit inquiries, information, comments, or other forms of communication to the Commission's Division of Trading and Markets' Office of Interpretation and Guidance, Office of Broker-Dealer Finances, or Office of Financial Responsibility, respectively, or who address their communications to other Division or Commission staff or offices that make a referral to, or consult with, the Division of Trading and Markets' Office of Interpretation and Guidance, Office of Broker-Dealer Finances, or Office of Financial Responsibility, respectively, or related staff.

**CATEGORIES OF RECORDS IN THE SYSTEM:**

Both electronic and paper records in this system may include the name of the inquirer/requester/commenter/communicant or their representative, the name of the entity if available, the subject of the inquiry/request/comment or communication, the date of the inquiry/request/comment or communication, and the staff response provided or other disposition. Paper records may include, but are not limited to, letters of inquiry/request/comment or communications, responses, and related documentation.

**AUTHORITY FOR MAINTENANCE OF THE SYSTEM:**

15 U.S.C. 78a *et seq.* and 17 CFR 202.1 to 202.10.

**PURPOSE(S):**

The records are used by the staff to track and process inquiries/requests/comments and communications from members of the public, industry representatives, counsel, and others.

**ROUTINE USES OF RECORDS MAINTAINED IN THE SYSTEM, INCLUDING CATEGORIES OF USERS AND THE PURPOSES OF SUCH USES:**

In addition to those disclosures generally permitted under 5 U.S.C. 552a(b) of the Privacy Act, these records or information contained therein may specifically be disclosed outside the Commission as a routine use pursuant to 5 U.S.C. 552a(b)(3) as follows:

1. When (1) it is suspected or confirmed that the security or confidentiality of information in the system of records has been compromised; (2) the SEC has

determined that as a result of the suspected or confirmed compromise there is a risk of harm to economic or property interests, identity theft or fraud, or harm to the security or integrity of this system or other systems or programs (whether maintained by the SEC or another agency or entity) that rely upon the compromised information; and (3) the disclosure is made to such agencies, entities, and persons who are reasonably necessary to assist in connection with the SEC's efforts to respond to the suspected or confirmed compromise and prevent, minimize, or remedy such harm.

2. To respond to inquiries from the White House, Congressional committees or offices, the General Accountability Office, General Services Administration or the National Archives and Records Administration, or others charged with monitoring the work of the Commission or conducting records management inspections.

3. To provide information to other federal or state government agencies, or securities self-regulatory organizations which have direct jurisdiction over the subject matter of the inquiry/request/comment or communication.

4. As a data source for the production of summary statistics and analytical studies in support of the function for which the records are collected and maintained or for statistics relating to personnel management functions or manpower studies; may also be utilized to respond to general requests for statistical information (without personal identification of individuals) under the Freedom of Information Act.

5. To coordinate with or assist in law enforcement and regulatory activities of the Commission and other federal, state, local, or foreign law enforcement or regulatory agencies, securities self-regulatory organizations, and foreign securities authorities.

6. To respond to a subpoena, court order, or request for discovery, in connection with any relevant litigation or proceeding where the federal securities laws are at issue or in which the Commission, or past or present members of its staff, is a party or otherwise involved in an official capacity.

7. To provide information to a federal, state, local, or foreign government or foreign securities authority, in response to its request, in connection with civil, criminal, or other enforcement information, the hiring or retention of an employee, the issuance of a security clearance, the reporting of an investigation of an employee, the letting of a contract, or the issuance of a license, grant, or other benefit by the



requesting agency, to the extent that the information is relevant and necessary to the requesting agency's decision on the matter.

8. A record or information in this system may be disclosed to any person with whom the Commission contracts to reproduce, by typing, photocopy or other means, any record within this system for use by the Commission and its staff in connection with their official duties or to any person who is utilized by the Commission to perform clerical or stenographic functions relating to the official business of the Commission.

9. To interns, grantees, experts and contractors who have been engaged by the Commission to assist in the performance of a service related to this system of records and who need access to the records for the purpose of assisting the Commission in the efficient administration of its programs. Recipients of these records shall be required to comply with the requirements of the Privacy Act of 1974, as amended, 5 U.S.C. 552a.

**POLICIES AND PRACTICES FOR STORING, RETRIEVING, ACCESSING, RETAINING, AND DISPOSING OF RECORDS IN THE SYSTEM:**

**STORAGE:**

Records are maintained in electronic format, and paper form. Electronic records are stored in computerized databases. Paper records are stored in locked file rooms or file cabinets.

**RETRIEVABILITY:**

Records may be retrieved by any of the following: Individual name, receipt date, entity name if provided, telephone number or e-mail address if provided, the subject matter, or other indexed information.

**SAFEGUARDS:**

Records are safeguarded in a secured environment. Buildings where records are stored have security cameras and 24 hour security guard service. Access is limited to those personnel whose official duties require access. Computerized records are safeguarded through use of access codes and information technology security.

**RETENTION AND DISPOSAL:**

These records will be maintained until they become inactive, at which time they will be retired or destroyed in accordance with records schedules of the United States Securities and Exchange Commission and as approved by the National Archives and Records Administration.

**SYSTEM MANAGERS AND ADDRESSES:**

Deputy Associate Director, Office of Broker-Dealer Finances, and Senior

Special Counsel, Office of Interpretation and Guidance, Division of Trading and Markets, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-7561.

**NOTIFICATION PROCEDURE:**

All requests to determine whether this system of records contains a record pertaining to the requesting individual may be directed to the FOIA/PA Officer, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-5100.

**RECORD ACCESS PROCEDURES:**

Persons wishing to obtain information on the procedures for gaining access to or contesting the contents of these records may contact the FOIA/PA Officer, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-5100.

**CONTESTING RECORD PROCEDURES:**

See Record Access Procedures above.

**RECORD SOURCE CATEGORIES:**

Information collected is received from individuals primarily through telephone calls, e-mails, facsimiles, or letters to the Division of Trading and Markets or other Commission offices.

**EXEMPTIONS CLAIMED FOR THE SYSTEM:**

None.

By the Commission.

Dated: July 16, 2009.

**Elizabeth M. Murphy,**  
*Secretary.*

[FR Doc. E9-17348 Filed 7-21-09; 8:45 am]

**BILLING CODE 8010-01-P**

**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34-60307; File No. SR-CBOE-2009-048]

**Self-Regulatory Organizations; Chicago Board Options Exchange, Incorporated; Notice of Filing of a Proposed Rule Change Regarding Authority Over C2 Options Exchange, Incorporated**

July 15, 2009.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act"),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on July 2, 2009, the Chicago Board Options Exchange, Incorporated (the "Exchange" or "CBOE") filed with the Securities and Exchange Commission (the "Commission") the proposed rule

change as described in Items I and II below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

The filing concerns CBOE's authority over C2 Options Exchange, Incorporated. The text of the proposed rule change is available on the Exchange's Web site (<http://www.cboe.org/legal>), at the Exchange's Office of the Secretary, and at the Commission.

**II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change**

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of those statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts of such statements.

*A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change*

1. Purpose

The proposed rule change relates to CBOE's authority over C2 Options Exchange, Incorporated ("C2"), a wholly-owned subsidiary of CBOE that has filed with the Commission to register as a self-regulatory organization under Section 6 of the Exchange Act.<sup>3</sup> The filing is intended to clarify CBOE's intent that, upon any approval of the Form 1 application seeking to establish C2 as a registered options exchange, CBOE will be responsible for ensuring that C2 will fulfill its self-regulatory obligations and will have the resources necessary for it to do so.<sup>4</sup> The proposed

<sup>3</sup> See Securities and Exchange Act Release No. 59441 (February 24, 2009), 74 FR 9322 (March 3, 2009) (File No. 10-191).

<sup>4</sup> The Commission notes that the first paragraph of proposed Rule 2.50 reads, in relevant part:

C2 Options Exchange, Incorporated ("C2") will be and remain a self-regulatory organization registered under Section 6 of the Exchange Act and as such will have statutory authority and responsibility concerning, among other things, the operation of its market and regulation of its members. As the parent company with 100% controlling interest in C2, the Exchange will be responsible for ensuring that C2

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.