

Notice, including the disclosure required by condition II.A.2 above, and will maintain such information on such Web site for at least 24 months.

IV. Delivery of Notices to Beneficial Owners: If a broker, dealer, bank or other person (“financial intermediary”) holds common stock issued by the fund in nominee name, or otherwise, on behalf of a beneficial owner, the fund: (a) Will request that the financial intermediary, or its agent, forward the Notice to all beneficial owners of the fund’s shares held through such financial intermediary; (b) will provide, in a timely manner, to the financial intermediary, or its agent, enough copies of the Notice assembled in the form and at the place that the financial intermediary, or its agent, reasonably requests to facilitate the financial intermediary’s sending of the Notice to each beneficial owner of the fund’s shares; and (c) upon the request of any financial intermediary, or its agent, that receives copies of the Notice, will pay the financial intermediary, or its agent, the reasonable expenses of sending the Notice to such beneficial owners.

V. Additional Board Determinations for Funds Whose Shares Trade at a Premium

If:

A. The fund’s common shares have traded on the exchange that they primarily trade on at the time in question at an average premium to NAV equal to or greater than 10%, as determined on the basis of the average of the discount or premium to NAV of the fund’s common shares as of the close of each trading day over a 12-week rolling period (each such 12-week rolling period ending on the last trading day of each week); and

B. The fund’s annualized distribution rate for such 12-week rolling period, expressed as a percentage of NAV as of the ending date of such 12-week rolling period, is greater than the fund’s average annual total return in relation to the change in NAV over the 2-year period ending on the last day of such 12-week rolling period; then:

1. At the earlier of the next regularly scheduled meeting or within four months of the last day of such 12-week rolling period, the Board including a majority of the Independent Directors:

(a) Will request and evaluate, and the Adviser will furnish, such information as may be reasonably necessary to make an informed determination of whether the Plan should be continued or continued after amendment;

(b) Will determine whether continuation, or continuation after amendment, of the Plan is consistent

with the fund’s investment objective(s) and policies and in the best interests of the fund and its shareholders, after considering the information in condition V.B.1.a above; including, without limitation:

(1) Whether the Plan is accomplishing its purpose(s);

(2) The reasonably foreseeable effects of the Plan on the fund’s long-term total return in relation to the market price and NAV of the fund’s common shares; and

(3) The fund’s current distribution rate, as described in condition V.B above, compared to with the fund’s average annual total return over the 2-year period, as described in condition V.B, or such longer period as the board deems appropriate; and

(c) Based upon that determination, will approve or disapprove the continuation, or continuation after amendment, of the Plan; and

2. The Board will record the information considered by it and the basis for its approval or disapproval of the continuation, or continuation after amendment, of the Plan in its meeting minutes, which must be made and preserved for a period of not less than six years from the date of such meeting, the first two years in an easily accessible place.

VI. Public Offerings

The fund will not make a public offering of the fund’s common shares other than:

A. A rights offering below NAV to holders of the fund’s common stock;

B. An offering in connection with a dividend reinvestment plan, merger, consolidation, acquisition, spin-off or reorganization of the fund; or

C. An offering other than an offering described in conditions VI.A and VI.B above, unless, with respect to such other offering:

1. The fund’s annualized distribution rate for the six months ending on the last day of the month ended immediately prior to the most recent distribution declaration date,⁴ expressed as a percentage of NAV per share as of such date, is no more than 1 percentage point greater than the fund’s average annual total return for the 5-year period ending on such date;⁵ and

2. The transmittal letter accompanying any registration statement filed with the Commission in

⁴ If the fund has been in operation fewer than six months, the measured period will begin immediately following the fund’s first public offering.

⁵ If the fund has been in operation fewer than five years, the measured period will begin immediately following the fund’s first public offering.

connection with such offering discloses that the fund has received an order under section 19(b) to permit it to make periodic distributions of long-term capital gains with respect to its common stock as frequently as twelve times each year, and as frequently as distributions are specified in accordance with the terms of any outstanding preferred stock that such fund may issue.

VII. Amendments to Rule 19b-1

The requested relief will expire on the effective date of any amendment to rule 19b-1 that provides relief permitting certain closed-end investment companies to make periodic distributions of long-term capital gains with respect to their outstanding common stock as frequently as twelve times each year.

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

Florence E. Harmon,

Deputy Secretary.

[FR Doc. E9-26512 Filed 11-3-09; 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 a Closed Meeting on Monday, November 9, 2009 at 10 a.m.

Commissioners, Counsel 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 also may be present.

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

Commissioner Aguilar, as duty officer, voted to consider the item listed for the Closed Meeting in a closed session.

The subject matter of the Closed Meeting scheduled for Monday, November 9, 2009 will be:

Consideration of amicus participation.

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: November 2, 2009.

Elizabeth M. Murphy,

Secretary.

[FR Doc. E9-26721 Filed 11-2-09; 4:15 pm]

BILLING CODE 8011-01-P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-60899; File No. SR-NASDAQ-2009-081]

Self-Regulatory Organizations; The NASDAQ Stock Market LLC; Notice of Filing of Proposed Rule Change To Modify the Fees for Listing on the Nasdaq Stock Market and the Fee for Written Interpretations of Nasdaq Listing Rules

October 28, 2009.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),¹ and Rule 19b-4 thereunder,² notice is hereby given that on October 6, 2009, The NASDAQ Stock Market LLC ("Nasdaq") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II and III below, which Items have been prepared by Nasdaq. 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

Nasdaq proposes to modify the fees for listing on the Nasdaq Stock Market.

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

In its filing with the Commission, Nasdaq 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 these statements may be examined at the places specified in Item IV below. Nasdaq has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

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

1. Purpose

Nasdaq is proposing modifications to the application, entry and annual fees currently charged to issuers listed on the Nasdaq Global and Global Select Markets³ and to the fee for a written interpretation of Nasdaq listing rules, as set forth below.

Nasdaq Global and Global Select Application, Entry and Annual Fees

Nasdaq currently imposes a \$5,000 application fee on a company applying to list on the Nasdaq Global or Global Select Markets.⁴ This fee helps offset the cost of Nasdaq's review of the company's application. Nasdaq proposes to increase this fee to \$25,000. The application fee would continue to be credited against entry fees upon listing, and thus this change would not affect the overall fees a company pays to list, but would better reflect the level of effort and cost associated with the review of an application and provide a stronger disincentive for frivolous applications.

Nasdaq also proposes to modify the entry fee a company pays when listing on the Nasdaq Global or Global Select Market. Currently, those fees are charged in three tiers, based on the number of shares the company has outstanding, and range from \$100,000 to \$150,000. Nasdaq proposes to create an additional tier for companies issuing over 50 million to 100 million shares and to increase the entry fee by \$25,000 to \$75,000, depending on the number of shares to be listed. The effect of adding a new tier will be to increase the number of shares a company must have outstanding before the company must pay a higher listing fee.⁵ Nasdaq believes that the proposed increase to the entry fees would reflect the overall rise in costs since these fees were last increased in January 2002⁶ and take into account a number of new initiatives

by Nasdaq since that time, including Nasdaq's new online listing application center⁷ and the IPO cross (an open auction process, which is used for every initial public offering on Nasdaq and maximizes transparency at the opening of trading of an initial public offering).⁸

In addition, Nasdaq proposes to modify the annual fee imposed on domestic and foreign issues and American Depositary Receipts (ADRs) listed on the Nasdaq Global and Global Select Markets. The proposed change would result in revised annual fees for domestic and foreign issues ranging from \$35,000 to \$99,500, based on their shares outstanding, and a maximum increase of \$5,000, depending on the company's total shares outstanding.⁹ In addition, Nasdaq proposes to combine two of the existing seven fee tiers to create a new tier for companies with over 10 million to 50 million shares outstanding. As a result, there would be no fee increase for approximately 25% of Nasdaq companies.¹⁰ Annual fees for domestic companies were last increased in January 2007.¹¹ The revised fee applicable to ADRs would result in an annual increase ranging from \$8,775 to \$20,000, and the revised fee would range from \$30,000 to \$50,000, depending on the number of ADRs outstanding.¹² In addition, Nasdaq proposes to expand the size of the tiers of shares outstanding on which the fees are based, so that companies are more likely to be in a lower tier.¹³ Annual fees for ADRs were last increased in February 2004.¹⁴ Nasdaq believes that the proposed increases to the annual fees would reflect the overall rise in costs since the last increases and take into account a number of regulatory and other initiatives implemented by Nasdaq since that time, including substantial enhancements to Nasdaq's

⁷ <https://listingapplications.nasdaqomx.com/>.

⁸ Rules 4120(c)(7)(B) and 4753. The IPO cross is the process by which an initial public offering is released for trading. Prior to the IPO cross, trading is halted in the security.

⁹ The current annual fees range from \$30,000 to \$95,000. Rule 5910(c).

¹⁰ Companies with from 25 million to 50 million shares outstanding would not face a fee increase under the proposed change.

¹¹ See Securities Exchange Act Release No. 55202 (January 30, 2007), 72 FR 6017 (February 8, 2007) (approving SR-NASDAQ-2006-40).

¹² The current annual fees range from \$21,225 to \$30,000. Rule 5910(d).

¹³ The current tiers of over 10 million—25 million ADRs outstanding, over 25 million—50 million ADRs outstanding, and over 50 million ADRs outstanding would be changed to over 10 million—50 million ADRs outstanding, over 50 million—75 million ADRs outstanding and over 75 million ADRs outstanding.

¹⁴ See Securities Exchange Act Release No. 49169 (February 2, 2004), 69 FR 6009 (February 9, 2004) (approving SR-NASD-2003-178).

³ Fees for the Global and Global Select Market are set forth in Rule 5910. Because the Global Select Market is a segment of the Global Market, the same fees apply to securities listed on the Global Select Market as apply to securities listed on the Global Market. See Rules 5005(a)(25) and (29).

⁴ The application fee is non-refundable.

⁵ The Commission notes that, under the current fee structure, companies pay an entry fee of \$150,000 for any issuances over 50 million shares. Therefore, the Commission notes that, under Nasdaq's proposal, the entry fees will increase to \$200,000 for companies issuing over 50 million shares to 100 million shares and to \$225,000 for those companies issuing over 100 million shares.

⁶ See Securities Exchange Act Release No. 45206 (December 28, 2001), 67 FR 621 (January 4, 2002) (approving SR-NASD-2001-76).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.