thereunder. Without admitting or denying the allegations in the Complaint, except as to jurisdiction, Investools consented to the entry of the Judgment that included, among other things, the entry of the Injunction.

Applicants' Legal Analysis

1. Section 9(a)(2) of the Act, in relevant part, prohibits a person who has been enjoined from, among other things, engaging in or continuing any conduct or practice in connection with the purchase or sale of a security from acting, among other things, as an investment adviser or depositor of any registered investment company or a principal underwriter for any registered open-end investment company, registered unit investment trust or registered face-amount certificate company. Section 9(a)(3) of the Act makes the prohibition in section 9(a)(2) applicable to a company, any ''affiliated person'' of which has been disqualified under the provisions of section 9(a)(2). Section 2(a)(3) of the Act defines ''affiliated person'' to include, among others, any person directly or indirectly controlling, controlled by, or under common control with, the other person. Applicants state that Investools is an affiliated person of each of the Fund Servicing Applicants within the meaning of section 2(a)(3) of the Act. Applicants state that the entry of the Injunction results in Applicants being subject to the disqualification provisions of section 9(a) of the Act.

2. Section 9(c) of the Act provides that the Commission shall grant an application for exemption from the disqualification provisions of section 9(a) of the Act if it is established that these provisions, as applied to the Applicants, are unduly or disproportionately severe or that the Applicants' conduct has been such as not to make it against the public interest or the protection of investors to grant the exemption. Applicants have filed an application pursuant to section 9(c) seeking a temporary and permanent order exempting them and Covered Persons from the disqualification provisions of section 9(a) of the Act.

3. Applicants believe they meet the standards for exemption specified in section 9(c). Applicants state that the prohibitions of section 9(a) as applied to them would be unduly and disproportionately severe and that the conduct of the Applicants has been such as not to make it against the public interest or the protection of investors to grant the exemption from section 9(a).

4. Applicants state that the alleged conduct giving rise to the Injunction did not involve any of the Applicants providing Fund Service Activities to any registered investment company and that the alleged conduct occurred prior to TD Ameritrade Holding's acquisition of thinkorswim Group, Inc. when the Fund Servicing Applicants were not affiliated persons of Investools. Applicants also state that none of the current or former directors, officers, or employees of the Fund Servicing Applicants had any knowledge of, or participation in, the violative conduct alleged in the Complaint. Applicants further state that the personnel at Investools who were involved in the violations alleged in the Complaint have had no, and will not have any future, involvement in providing Fund Service Activities to Funds.

5. Applicants state that the inability of the Fund Servicing Applicants to continue to serve as investment adviser or sub-adviser to the Funds would result in potential hardship for the Funds and their shareholders. Applicants will distribute to the boards of directors of the Funds (''Boards''), as soon as reasonably practicable and to the extent not already completed, written materials regarding the Judgment, any impact on the Funds, and the application. These materials will include an offer to meet in person to discuss the materials with each Board, including the directors who are not ''interested persons,'' as defined in section 2(a)(19) of the Act, of the Fund, and their independent legal counsel as defined in rule 0–1(a)(6) under the Act, if any. Applicants state they will provide each Board with all information concerning the Judgment and the application that is necessary for the Funds to fulfill their disclosure and other obligations under the federal securities laws.

6. Applicants also state that, if the Fund Servicing Applicants were barred from providing investment advisory services to the Funds, the effect on their businesses and employees would be severe. Applicants state that the Fund Servicing Applicants have committed substantial capital and other resources to establish an expertise in advising and sub-advising Funds. Applicants further state that prohibiting the Applicants from engaging in Fund Service Activities would not only adversely affect their businesses, but would also adversely affect approximately 52 employees who are actively involved in those activities.

7. Applicants previously have received exemptions under section 9(c) as the result of conduct that triggered section 9(a) as described in greater detail in the application.

Applicants' Condition

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

Any temporary exemption granted pursuant to the application shall be without prejudice to, and shall not limit the Commission's rights in any manner with respect to, any Commission investigation of, or administrative proceedings involving or against, Covered Persons, including, without limitation, the consideration by the Commission of a permanent exemption from section 9(a) of the Act requested pursuant to the application or the revocation or removal of any temporary exemptions granted under the Act in connection with the application.

Temporary Order

The Commission has considered the matter and finds that Applicants have made the necessary showing to justify granting a temporary exemption.

Accordingly,

It is hereby ordered, pursuant to section 9(c) of the Act, that Applicants and any other Covered Persons are granted a temporary exemption from the provisions of section 9(a), solely with respect to the Injunction, subject to the condition in the application, from December 16, 2009, until the Commission takes final action on their application for a permanent order.

By the Commission.

Florence E. Harmon,

Deputy Secretary.

[FR Doc. E9–30428 Filed 12–22–09; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 29094; File No. 812–13678]

Cash Account Trust, *et al.;* Notice of Application

December 16, 2009.

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

ACTION: Notice of an application 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 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: Cash Account Trust, Cash Management Portfolio, Cash Reserve

Fund, Inc., DWS Advisor Funds, DWS Balanced Fund, DWS Blue Chip Fund, DWS Communications Fund, Inc., DWS Equity Trust, DWS Equity 500 Index Portfolio, DWS Global/International Fund, Inc., DWS High Income Series, DWS Income Trust, DWS Institutional Funds, DWS International Fund, Inc., DWS Investment Trust, DWS Investments VIT Funds, DWS Money Funds, DWS Money Market Trust, DWS Municipal Trust, DWS Mutual Funds, Inc., DWS Portfolio Trust, DWS Securities Trust, DWS State Tax-Free Income Series, DWS State Tax Free Trust, DWS Strategic Government Securities Fund, DWS Strategic Income Fund, DWS Target Date Series, DWS Target Fund, DWS Tax Free Trust, DWS Technology Fund, DWS Value Equity Trust, DWS Value Series, Inc., DWS Variable Series I, DWS Variable Series II, Investors Cash Trust, Tax-Exempt California Money Market Fund (each a ''DWS Investment Company'' and collectively, the ''DWS Investment Companies''), and Deutsche Investment Management Americas Inc. (''Advisor'' and collectively, ''Applicants'').

FILING DATES: The application was filed on July 30, 2009, and amended on December 10, 2009 and December 16, 2009.

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 January 11, 2010 and should be accompanied by proof of service on applicants, in the form of an affidavit or, for lawyers, a certificate of service. Hearing requests should state the nature of the writer's interest, the reason for the request, and the issues contested. Persons who wish to be notified of a hearing may request notification by writing to the Commission's Secretary.

ADDRESSES: Secretary, U.S. Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549–1090. Applicants, One Beacon Street, 14th Floor, Boston, Massachusetts 02108.

FOR FURTHER INFORMATION CONTACT: Barbara T. Heussler, Senior Attorney, at (202) 551–6990, or Jennifer L. Sawin, Branch Chief, at (202) 551–6821 (Division of Investment Management, Office of Investment Company Regulation).

SUPPLEMENTARY INFORMATION: The following is a summary of the application. The complete application may be obtained via the Commission's Web site by searching for the file number or an applicant using the Company name box, at *http://www.sec.gov/search/search.htm* or by calling (202) 551–8090.

Applicants' Representations

1. Each DWS Investment Company is organized as a Massachusetts business trust, a New York trust, or a Maryland corporation and is registered with the Commission as an open-end management investment company under the Act. Each DWS Investment Company may offer one or more series of shares (each a ''Series'' and collectively, ''Series'') [1] with its own distinct investment objectives, policies and restrictions. The Advisor, a Delaware corporation, is an investment adviser registered under the Investment Advisers Act of 1940, as amended (''Advisers Act''). The Advisor is an indirect, wholly owned subsidiary of Deutsche Bank AG (''Deutsche Bank''). Deutsche Bank is a major global financial institution that is engaged in a wide range of financial services, including investment management, mutual funds, retail, private and commercial banking, investment banking and insurance. The Advisor serves as investment adviser to each Series pursuant to an investment advisory agreement with the applicable DWS Investment Company (each, an ''Investment Management Agreement''). Each Investment Management Agreement was initially approved by the board of directors of the applicable DWS Investment Company (each, a ''Board''), including a majority of those directors who are not ''interested persons'' of the Series or the Advisor as defined in section 2(a)(19) of the Act (''Independent Board Members'') and by the shareholders of relevant Series in the manner required by sections 15(a) and 15(c) of the Act and rule 18f-2 thereunder.[2]

2. Under the terms of each Investment Management Agreement, the Advisor, subject to the oversight of the relevant Board, provides continuous investment management of the assets of each Series. The Advisor periodically reviews each Series' investment policies and strategies and based on the need of a particular Series may recommend changes to the investment policies and strategies of the Series for consideration by its Board. For its services to each Series, the Advisor receives an investment management fee from that Series as specified in the applicable Investment Management Agreement based on either the average net assets of that Series or that Series' investment performance over a particular period compared to a benchmark. The terms of each Investment Management Agreement permit the Advisor, subject to the approval of the relevant Board, including a majority of the Independent Board Members, and the shareholders of the applicable Series (if required by applicable law), to delegate portfolio management responsibilities of all or a portion of the assets of the Series to one or more subadvisers (''Sub-Advisors''). The Advisor has entered into sub-advisory agreements (''Sub-Advisory Agreements'') with Sub-Advisors to provide investment management services to various Series.[3] The Advisor may also, in the future, enter into Sub-Advisory Agreements on behalf of other Series. Each Sub-Advisor is, and any future Sub-Advisor will be, an investment adviser as defined in section 2(a)(20) of the Act as well as registered with the Commission as an ''investment adviser'' under the Advisers Act. The Advisor evaluates, allocates assets to and oversees the Sub-Advisors, and makes recommendations about their

[1] The term ''Series'' also includes the DWS Investment Companies listed above that do not offer multiple series.

[2] Applicants also request relief with respect to existing and future Series and any other existing or future registered open-end management investment company or series thereof that: (i) Is advised by the Advisor or any person controlling, controlled by, or under common control with the Advisor or its successors; (ii) uses the multi-manager structure described in this application; and (iii) complies with the terms and conditions of this application (together with any Series that currently uses Sub-Advisors, each a ''Subadvised Series'' and collectively, the ''Subadvised Series''). All registered open-end investment companies that currently intend to rely on the requested order are named as Applicants. For purposes of the requested order, ''successor'' is limited to an entity or entities that result from a reorganization into another jurisdiction or a change in the type of business organization. If the name of any Subadvised Series contains the name of a Sub-Advisor, the name of the Advisor or the name of the entity controlling, controlled by, or under common control with the Advisor that serves as the primary adviser to the Subadvised Series, or a trademark or trade name that is owned by them, will precede the name of the Sub-Advisor.

[3] The Advisor has entered into Sub-Advisory Agreements with Aberdeen Asset Management Inc., (''AAMI''), Dreman Value Management, LLC (''DVM''), Northern Trust Investments, N.A. (''NTI''), and Turner Investment Partners, Inc. (''Turner''). The Advisor has also entered into Sub-Advisory Agreements with certain affiliated subadvisers: Deutsche Asset Management International GmbH (''DeAMi''), Deutsche Asset Management (Japan) Limited (''DeAMJ''), and RREEF America LLC (''RREEF'') to provide investment management services to various Series. The requested relief will not extend to DeAMi, DeAMJ or RREEF or any other Affiliated Sub-Adviser, as defined below.

hiring, termination and replacement to the relevant Board, at all times subject to the authority of the relevant Board. Sub-Advisors recommended to a Board are, and the Sub-Advisors identified above were, selected and initially approved by that Board, including a majority of the Independent Board Members. The specific investment decisions for each Subadvised Series will be made by that Sub-Advisor which has discretionary authority to invest the assets or a portion of the assets of that Subadvised Series. The Advisor will compensate each Sub-Advisor out of the fee paid to the Advisor under the relevant Investment Management Agreement.

3. Applicants request an order to permit the Advisor, subject to Board approval, to select certain Sub-Advisors to manage all or a portion of the assets of a Series pursuant to a Sub-Advisory Agreement and materially amend an existing Sub-Advisory Agreement without obtaining shareholder approval. The requested relief will not extend to any Sub-Advisor who is an affiliated person, as defined in section 2(a)(3) of the Act, of the Series or of the Advisor, other than by reason of serving as a Sub-Advisor to one or more of the Series (''Affiliated Sub-Advisor'').

4. Applicants also request an order exempting the Subadvised Series from certain disclosure provisions described below that may require the Applicants to disclose fees paid by the Advisor to each Sub-Advisor. Applicants seek an order to permit each Subadvised Series to disclose (as a dollar amount and a percentage of a Subadvised Series' net assets) only: (i) the aggregate fees paid to the Advisor and any Affiliated Sub-Advisors, and (ii) the aggregate fees paid to Sub-Advisors other than Affiliated Sub-Advisors (collectively, the ''Aggregate Fee Disclosure''). A Subadvised Series that employs an Affiliated Sub-Advisor will provide separate disclosure of any fees paid to such Affiliated Sub-Advisor.

Applicants' Legal Analysis

1. Section 15(a) of the Act provides, in relevant part, that it 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.[4]

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 (''Exchange 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 for fees paid to their investment advisers, including the Sub-Advisors.

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

6. Section 6(c) of the Act provides that the Commission by order upon application may conditionally or unconditionally 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 expect the Advisor, subject to the review and approval of the relevant Board, to select the Sub-Advisors who are best suited to achieve the Subadvised Series' investment objective. Applicants assert that, from the perspective of the shareholder, the role of the Sub-Advisor is substantially equivalent to that of the individual portfolio managers employed by an investment adviser to a traditional investment company. Applicants state that requiring shareholder approval of each Subadvisory Agreement would impose unnecessary delays and expenses on the Subadvised Series, and may preclude the Subadvised Series from acting promptly in a manner considered advisable by the Advisor and the Board. Applicants note that the Investment Management Agreement for each Series and Sub-Advisory Agreements with Affiliated Sub-Advisors (if any) will continue to be subject to the shareholder approval requirements of section 15(a) of the Act and rule 18f–2 under the Act.

8. Applicants assert that the requested disclosure relief would benefit shareholders of the Subadvised Series because it would improve the Advisor's ability to negotiate the fees paid to Sub-Advisors. Applicants state that the Advisor may be able to negotiate rates that are below a Sub-Advisor's ''posted'' amounts if the Advisor is not required to disclose the Sub-Advisors' fees to the public. Applicants submit that the relief requested to use Aggregate Fee Disclosure will encourage Sub-Advisors to negotiate lower subadvisory fees with the Advisor if the lower fees are not required to be made public.

Applicants' Conditions

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

1. Before a Subadvised Series may rely on the order requested herein, the operation of the Subadvised Series in the manner described in this application will be approved by a majority of the Subadvised Series' outstanding voting securities as defined in the Act, or, in the case of a Subadvised Series whose public shareholders purchase shares on the basis of a prospectus containing the disclosure contemplated by condition 2 below, by the initial shareholder before such Subadvised Series' shares are offered to the public.

2. The prospectus for each Subadvised Series will disclose the existence, substance, and effect of any order granted pursuant to the application. In addition, each Subadvised Series will hold itself out to the public as employing the multi-manager structure as described in this application. The prospectus will prominently disclose that the Advisor has the ultimate responsibility, subject to oversight by the Board, to oversee the Sub-Advisors and recommend their hiring, termination, and replacement.

[4] Form N–1A was recently amended by the Commission, effective March 31, 2009, and Item 14(a)(3) should be read to refer to Item 19(a)(3) for each Series when that Series begins using the revised form.

3. Within 90 days of the hiring of a new Sub-Advisor, shareholders of the relevant Subadvised Series will be furnished all information about the new Sub-Advisor 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 disclosure caused by the addition of a new Sub-Advisor. To meet this obligation, the Advisor will provide shareholders of the applicable Subadvised Series within 90 days of the hiring of a new Sub-Advisor with an information statement meeting the requirements of Regulation 14C, Schedule 14C and Item 22 of Schedule 14A under the Exchange Act, except as modified by the order to permit Aggregate Fee Disclosure.

4. The Advisor will not enter into a Sub-Advisory Agreement with any Affiliated Sub-Advisor without that agreement, including the compensation paid thereunder, being approved by the shareholders of the applicable Subadvised Series.

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

6. Independent Legal Counsel, as defined in rule 0–1(a)(6) under the Act, will be engaged to represent the Independent Board Members. The selection of such counsel will be within the discretion of the then-existing Independent Board Members.

7. Whenever a Sub-Advisor change is proposed for a Subadvised Series with an Affiliated Sub-Advisor, the Board, including a majority of the Independent Board Members, will make a separate finding, reflected in the Board minutes, that the change is in the best interests of the Subadvised Series and its shareholders, and does not involve a conflict of interest from which the Advisor or the Affiliated Sub-Advisor derives an inappropriate advantage.

8. Whenever a Sub-Advisor is hired or terminated, the Advisor will provide the Board with information showing the expected impact on the profitability of the Advisor.

9. The Advisor will provide general investment management services to each Subadvised Series, including overall supervisory responsibility for the general management and investment of the Subadvised Series' assets, and subject to review and approval of the Board, will: (i) Set the Subadvised Series' overall investment strategies; (ii) evaluate, select and recommend Sub-Advisors to manage all or a portion of the Subadvised Series' assets; (iii) allocate and when appropriate, reallocate the Subadvised Series' assets among Sub-Advisors, (iv) monitor and evaluate the Sub-Advisors' performance; and (v) implement procedures reasonably designed to ensure that the Sub-Advisors comply with the Subadvised Series' investment objective, policies and restrictions.

10. The Advisor will provide the Board, no less frequently than quarterly, with information about the profitability of the Advisor on a per-Subadvised Series basis. The information will reflect the impact on profitability of the hiring or termination of any Sub-Advisor during the applicable quarter.

11. No Board Member or officer of a DWS Investment Company or director or officer of the Advisor will own directly or indirectly (other than through a pooled investment vehicle that is not controlled by such person) any interest in a Sub-Advisor, except for (i) ownership of interests in the Advisor or any entity that controls, is controlled by or is under common control with the Advisor; or (ii) 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 Sub-Advisor or an entity that controls, is controlled by, or is under common control with a Sub-Advisor.

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

13. In the event the Commission adopts a rule under the Act providing substantially similar relief to that in the order requested in the application, the requested order will expire on the effective date of that rule.

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

Florence E. Harmon,

Deputy Secretary.

[FR Doc. E9–30429 Filed 12–22–09; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–61174]

Order Granting Application for Extension of a Temporary Conditional Exemption Pursuant to Section 36(a) of the Exchange Act by the International Securities Exchange, LLC Relating to the Ownership Interest of International Securities Exchange Holdings, Inc. in an Electronic Communications Network

December 16, 2009.

I. Introduction

On December 22, 2008, the Securities and Exchange Commission (''Commission'') approved a proposal filed by the International Securities Exchange, LLC (''ISE'' or ''Exchange'') in connection with corporate transactions (the ''Transactions'') in which, among other things, the parent company of ISE, International Securities Exchange Holdings, Inc. (''ISE Holdings''), purchased a 31.54% ownership interest in Direct Edge Holdings LLC (''Direct Edge''), the owner and operator of Direct Edge ECN (''DECN''), a registered broker-dealer and electronic communications network (''ECN'').[1] Following the closing of the Transactions (the ''Closing''), Direct Edge's wholly-owned subsidiary, Maple Merger Sub LLC (''Merger Sub'') began to operate a marketplace for the trading of U.S. cash equity securities by Equity Electronic Access Members of ISE (the ''Facility''), under ISE's rules and as a ''facility,'' as defined in Section 3(a)(2) of the Securities Exchange Act of 1934 (''Exchange Act''),[2] of ISE.[3]

DECN, which operates as an ECN and submits its limit orders to the Facility for display and execution, is an affiliate of ISE through ISE Holdings' equity interest in DE Holdings. DECN also is a facility, as defined in Section 3(a)(2) of the Exchange Act, of ISE because it is an affiliate of ISE used for the purpose of effecting and reporting securities transactions. Because DECN is a facility of ISE, ISE, absent exemptive relief,

[1] *See* Securities Exchange Act Release No. 59135 (December 22, 2008), 73 FR 79954 (December 30, 2008) (order approving File No. SR–ISE–2008–85).

[2] 15 U.S.C. 78c(a)(2).

[3] Under Section 3(a)(2) of the Act, the term ''facility,'' when used with respect to an exchange, includes ''its premises, tangible or intangible property whether on the premises or not, any right to the use of such premises or property or any service thereof for the purpose of effecting or reporting a transaction on an exchange (including, among other things, any system of communication to or from the exchange, by ticker or otherwise, maintained by or with the consent of the exchange), and any right of the exchange to the use of any property or service.''