

“to protect investors and the public interest.”³¹

The Commission asks that commenters address the sufficiency of the Exchange’s statements in support of the proposal, which are set forth in the Notice,³² in addition to any other comments they may wish to submit about the proposed rule change. In particular, the Commission seeks comment on the following questions and asks commenters to submit data where appropriate to support their views:

- The Exchange asserts that the proposed rule change is designed to prevent fraudulent and manipulative acts and practices because the Shares will be listed and traded on the Exchange pursuant to the initial and continued listing criteria in NYSE Arca Rule 8.200–E.³³ What are commenters’ views on whether the proposed Fund and Shares would be susceptible to manipulation? What are commenters’ views generally on whether the Exchange’s proposal is designed to prevent fraudulent and manipulative acts and practices?
- According to the Exchange, the liquidity of tanker Freight Futures (clean and dirty) has been increasing, in lot terms, over the last five years.³⁴ What are commenters’ views on the Exchange’s assertions regarding the increase in liquidity of Freight Futures and the data supporting such assertions?

III. Procedure: Request for Written Comments

The Commission requests that interested persons provide written submissions of their views, data, and arguments with respect to the issues identified above, as well as any other concerns they may have with the proposal. In particular, the Commission invites the written views of interested persons concerning whether the proposal is consistent with Section 6(b)(5) or any other provision of the Act, and the rules and regulations thereunder. Although there do not appear to be any issues relevant to approval or disapproval that would be facilitated by an oral presentation of views, data, and arguments, the Commission will consider, pursuant to Rule 19b–4, any request for an opportunity to make an oral presentation.³⁵

Interested persons are invited to submit written data, views, and arguments regarding whether the proposal should be approved or disapproved by January 4, 2023. Any person who wishes to file a rebuttal to any other person’s submission must file that rebuttal by January 18, 2023.

Comments may be submitted by any of the following methods:

Electronic Comments

- Use the Commission’s internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an email to rule-comments@sec.gov. Please include File Number SR–NYSEARCA–2022–61 on the subject line.

Paper Comments

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549–1090. All submissions should refer to File Number SR–NYSEARCA–2022–61. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission’s internet website (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission’s Public Reference Room, 100 F Street NE, Washington, DC 20549 on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from comment submissions. You should submit only information that you wish to make available publicly. All

either oral or notice and opportunity for written comments—is appropriate for consideration of a particular proposal by a self-regulatory organization. See Securities Act Amendments of 1975, Senate Comm. on Banking, Housing & Urban Affairs, S. Rep. No. 75, 94th Cong., 1st Sess. 30 (1975).

submissions should refer to File Number SR–NYSEARCA–2022–61 and should be submitted by January 4, 2023. Rebuttal comments should be submitted by January 18, 2023.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.³⁶

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2022–27054 Filed 12–13–22; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 34769; File No. 812–15388]

Monroe Capital Corporation, et al.

December 8, 2022.

AGENCY: Securities and Exchange Commission (“Commission” or “SEC”).

ACTION: Notice.

Notice of application for an order (“Order”) under sections 17(d) and 57(i) of the Investment Company Act of 1940 (the “Act”) and rule 17d–1 under the Act to permit certain joint transactions otherwise prohibited by sections 17(d) and 57(a)(4) of the Act and rule 17d–1 under the Act.

SUMMARY OF APPLICATION: Applicants request an order to amend a previous order granted by the Commission that permits certain business development companies (“BDCs”) and closed-end management investment companies to co-invest in portfolio companies with each other and with certain affiliated investment entities.

APPLICANTS: Monroe Capital Corporation, Monroe Capital Income Plus Corporation, Monroe Capital BDC Advisors, LLC, Monroe Capital Management Advisors, LLC, Monroe Capital Asset Management LLC, Monroe Capital Management LLC, Monroe Capital CLO Manager LLC, Monroe Capital CLO Manager II LLC, Monroe Capital Partners Fund Advisors, Inc., Monroe Capital Partners Fund II Advisors, Inc., MRCC Holding Company I, LLC, MRCC Holding Company II, LLC, MRCC Holding Company III, LLC, MRCC Holding Company IV, LLC, MRCC Holding Company V, LLC, MRCC Holding Company VI, LLC, MRCC Holding Company VII, LLC, MRCC Holding Company VIII, LLC, MRCC Holding Company IX, LLC, MRCC Holding Company X, LLC, MRCC Holding Company XI, LLC, MRCC Holding Company XII, LLC, MRCC

³⁶ 17 CFR 200.30–3(a)(57).

³¹ 15 U.S.C. 78f(b)(5).

³² See Notice, *supra* note 3.

³³ See Notice, 87 FR at 58558.

³⁴ See *id.* at 58556.

³⁵ Section 19(b)(2) of the Act, as amended by the Securities Act Amendments of 1975, Public Law 94–29 (June 4, 1975), grants the Commission flexibility to determine what type of proceeding—

Holding Company XIII, LLC, MRCC
 Holding Company XIV, LLC, MRCC
 Holding Company XV, LLC, MRCC
 Holding Company XVI, LLC, MRCC
 Holding Company XVII, LLC, MRCC
 Holding Company XVIII, LLC, MRCC
 Holding Company XIX, LLC, MRCC
 Holding Company XX, LLC, MC Income
 Plus Financing SPV LLC, Monroe
 Capital Income Plus ABS Funding, LLC,
 MCIP Holding Company I, LLC, MCIP
 Holding Company II, LLC, MCIP
 Holding Company III, LLC, MCIP
 Holding Company IV, LLC, MCIP
 Holding Company V, LLC, MCIP
 Holding Company VI, LLC, MCIP
 Holding Company VII, LLC, MCIP
 Holding Company VIII, LLC, MCIP
 Holding Company IX, LLC, MCIP
 Holding Company X, LLC, MCIP
 Holding Company XI, LLC, MCIP
 Holding Company XII, LLC, MCIP
 Holding Company XIII, LLC, MCIP
 Holding Company XIV, LLC, MCIP
 Holding Company XV, LLC, MCIP
 Holding Company XVI, LLC, MCIP
 Holding Company XVII, LLC, MCIP
 Holding Company XVIII, LLC, Monroe
 (NP) U.S. Private Debt Fund LP, Monroe
 Capital Fund SCSp SICAV-RAIF—
 Private Credit Fund (Marsupial),
 Monroe Capital Fund SCSp SICAV
 RAIF-Private Credit Fund III, Monroe
 Capital Fund SCSp SICAV RAIF-Private
 Credit Fund III (Unleveraged), Monroe
 Capital CLO 2014-1, Ltd., Monroe
 Capital MML CLO 2016-1, Ltd., Monroe
 Capital MMML CLO 2017-1, Ltd.,
 Monroe Capital MML CLO VI, Ltd.,
 Monroe Capital MMML CLO VII, Ltd.,
 Monroe Capital MML CLO VIII, Ltd.,
 Monroe Capital MML CLO IX, Ltd.,
 Monroe Capital MML CLO X, LLC,
 Monroe Capital MML CLO XI, Ltd.,
 Monroe Capital MML CLO XII, Ltd.,
 Monroe Capital MML CLO XIII, LLC,
 Monroe Capital MML CLO XIV, Ltd.,
 Monroe Capital MML CLO XV, Ltd.,
 Monroe Capital Opportunistic Private
 Credit Master Fund SCSp, Monroe
 Capital Opportunistic II Private Credit
 Master Fund SCSp SICAV-RAIF,
 Monroe Capital Partners Fund II, LP,
 Monroe Capital Partners Fund, L.P.,
 Monroe Capital Private Credit Fund 559
 LP, Monroe Capital Private Credit Fund
 I LP, Monroe Capital Private Credit
 Fund II (Unleveraged Offshore) LP,
 Monroe Capital Private Credit Fund II-
 O (Unleveraged Offshore) LP, Monroe
 Capital Private Credit Fund II
 (Unleveraged) LP, Monroe Capital
 Private Credit Fund II LP, Monroe
 Capital Private Credit Fund III
 (Unleveraged) LP, Monroe Capital
 Private Credit Fund III LP, Monroe
 Capital Private Credit Fund L LP,
 Monroe Capital Private Credit Fund VT

LP, Monroe Capital Private Credit
 Master Fund IV (Unleveraged) SCSp,
 Monroe Capital Private Credit Master
 Fund IV SCSp, Monroe Capital Private
 Credit STARR (Unleveraged) Master
 Fund 1 LP, Monroe Capital Private
 Credit STARR Fund 1 LP, Monroe
 Capital Private Credit Versailles Master
 Fund SCSp SICAV-RAIF, Monroe
 Opportunistic Fund GG, LLC, Monroe
 Private Credit Fund A LP, Monroe FCM
 Direct Loan Fund, LP, Monroe Capital
 Fund O, LLC, Monroe Capital Insurance
 Fund Series Interests of the SALI Multi-
 Series Fund, L.P., Panther Lender MRCC
 BDC, LLC, Panther Lender MCIP BDC
 LLC.

FILING DATES: The application was filed
 on September 26, 2022.

HEARING OR NOTIFICATION OF HEARING:

An order granting the requested relief
 will be issued unless the Commission
 orders a hearing. Interested persons may
 request a hearing on any application by
 emailing the SEC's Secretary at
Secretarys-Office@sec.gov and serving
 the Applicants with a copy of the
 request by email, if an email address is
 listed for the relevant Applicant below,
 or personally or by mail, if a physical
 address is listed for the relevant
 Applicant below. Hearing requests
 should be received by the Commission
 by 5:30 p.m. on January 3, 2023, and
 should be accompanied by proof of
 service on applicants, in the form of an
 affidavit or, for lawyers, a certificate of
 service. Pursuant to rule 0-5 under the
 Act, hearing requests should state the
 nature of the writer's interest, any facts
 bearing upon the desirability of a
 hearing on the matter, the reason for the
 request, and the issues contested. Persons
 who wish to be notified of a hearing may
 request notification by emailing the
 Commission's Secretary at
Secretarys-Office@sec.gov.

ADDRESSES: The Commission:
Secretarys-Office@sec.gov. Applicants:
 Theodore Koenig at *tkoenig@monroecap.com*.
 Steven B. Boehm, Esq., Stephani
 Hildebrandt, Esq., and Anne G. Oberndorf,
 Esq., Eversheds Sutherland (US) LLP, at
anneoberndorf@eversheds-sutherland.us.

FOR FURTHER INFORMATION CONTACT:

Bruce R. MacNeil, Senior Counsel, or
 Terri Jordan, Branch Chief, at (202) 551-
 6825 (Division of Investment
 Management, Chief Counsel's Office).

SUPPLEMENTARY INFORMATION: For
 Applicants' representations, legal
 analysis, and conditions, please refer to
 Applicants' application, dated
 September 26, 2022, which may be
 obtained via the Commission's website

by searching for the file number at the
 top of this document, or for an
 Applicant using the Company name
 search field, on the SEC's EDGAR
 system. The SEC's EDGAR system may
 be searched at, at <http://www.sec.gov/edgar/searchedgar/legacy/companysearch.html>. You may also call
 the SEC's Public Reference Room at
 (202) 551-8090.

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

Sherry R. Haywood,

Assistant Secretary.

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BILLING CODE 8011-01-P

**SECURITIES AND EXCHANGE
 COMMISSION**

[Release No. 34-96467; File No. SR-
 NASDAQ-2022-070]

**Self-Regulatory Organizations; The
 Nasdaq Stock Market LLC; Notice of
 Filing and Immediate Effectiveness of
 Proposed Rule Change To Amend Its
 Schedule of Credits at Equity 7,
 Section 118(a)**

December 8, 2022.

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 December
 1, 2022, The Nasdaq Stock Market LLC
 ("Nasdaq" or "Exchange") filed with the
 Securities and Exchange Commission
 ("SEC" or "Commission") the proposed
 rule change as described in Items I, II,
 and III, 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 Exchange proposes to amend the
 Exchange's schedule of credits at Equity
 7, Section 118(a), as described further
 below. The text of the proposed rule
 change is available on the Exchange's
 website at <https://listingcenter.nasdaq.com/rulebook/nasdaq/rules>, at
 the principal office of the Exchange, and
 at the Commission's Public Reference
 Room.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.