

disclosure will also address Merrill Lynch's resulting conflict of interest in recommending BlackRock.

4. The Applicant will require the BlackRock Advisory Subsidiaries to comply with subsection (a)(2)(iii)(C) of the Cash Solicitation Rule. Further, the Applicant represents that it will require the BlackRock Advisory Subsidiaries to continue to comply with subsection (A)(2) of the Independent Solicitor Provision. To comply with subsection (a)(2)(iii)(C) of the Cash Solicitation Rule, the Applicant agrees to require the BlackRock Advisory Subsidiaries to make a bona fide effort to ascertain whether ML Broker-Dealers have complied with the terms of the BLK-MER Referral Agreement, any amendment thereof, or any subsequently executed referral agreement with ML Broker-Dealers, and have a reasonable basis for believing that ML Broker-Dealers have so complied.

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

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

[FR Doc. 2010-196 Filed 1-8-10; 8:45 am]

**BILLING CODE 8011-11-P**

## SECURITIES AND EXCHANGE COMMISSION

### Sunshine Act Meeting Notice

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 Thursday, January 14, 2010 at 2 p.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 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 Meeting.

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

The subject matter of the Closed Meeting scheduled for Thursday, January 14, 2010 will be:

[I]nstitution and settlement of injunctive actions; institution and settlement of

administrative proceedings; consideration of amicus participation; and Other matters relating to enforcement proceedings.

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: January 7, 2010.

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

[FR Doc. 2010-391 Filed 1-7-10; 4:15 pm]

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-61263; File No. SR-DTC-2009-19]

### Self-Regulatory Organizations; the Depository Trust Company; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Revise Fee Schedule

December 30, 2009.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),<sup>1</sup> notice is hereby given that on December 24, 2009, the Depository Trust Company ("DTC") 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 primarily by DTC. DTC filed the proposal pursuant to Section 19(b)(3)(A)(iii) of the Act<sup>2</sup> and Rule 19b-4(f)(4)<sup>3</sup> thereunder so that the proposal was effective upon filing with the Commission. 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 purpose of the proposed rule change is to revise fees for certain DTC services.

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

In its filing with the Commission, DTC 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. DTC has prepared summaries, set forth in sections (A), (B) and (C) below, of the most significant aspects of such statements.<sup>4</sup>

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

DTC proposes increasing certain existing service fees and introducing fees associated with new service capabilities. Increased fees are proposed for existing services related to Deposits, Custody and Asset Servicing, Underwriting and Dividends, Book-Entry Delivery, and Money Market Instruments. These changes are intended to realign the fees with DTC's corresponding service costs, scale the fees to reflect processing complexity, and create fee simplification and transparency.

In addition, DTC will increase and implement certain disincentive fees to discourage activities that increase industry inefficiencies. This includes fee increases for reject processing services and for exception processing related to Deposit and Withdrawal activities and Custody. It also includes a new password reset fee.<sup>5</sup>

New fees are proposed for recently-developed services related to Underwriting, Deposits, and Reorganization. The new fees include an Underwriting fee for Incomplete Eligibility Information and Older Issue Eligibility, a Reorganization fee structure for Survivor Options, and a new Long Position fee for issues with a large number of shares but low market value.

These proposed fee revisions are consistent with DTC's overall pricing philosophy of aligning service fees with underlying costs, discouraging manual and exception processing, and encouraging immobilization and dematerialization of securities. The effective date for these fee adjustments is January 4, 2010. The changes to DTC's Fee Schedule can be found in Exhibit 5 to proposed rule change SR-DTC-2009-19 at [http://www.dtcc.com/downloads/legal/rule\\_filings/2009/dtc/2009-19.pdf](http://www.dtcc.com/downloads/legal/rule_filings/2009/dtc/2009-19.pdf).

DTC believes that the proposed rule change is consistent with the requirements of Section 17A of the Act<sup>6</sup>

<sup>4</sup> The Commission has modified the text of the summaries prepared by DTC.

<sup>5</sup> The password reset fee would apply after an initial allowance of two password resets at no cost.

<sup>6</sup> 15 U.S.C. 78q-1.

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

<sup>2</sup> 15 U.S.C. 78s(b)(3)(A)(iii).

<sup>3</sup> 17 CFR 240.19b-4(f)(4).

and the rules and regulations thereunder applicable to DTC because the proposed rule change updates DTC's fee schedule and provides equitable allocation of fees among its members.

*(B) Self-Regulatory Organization's Statement on Burden on Competition*

DTC does not believe that the proposed rule change will have any impact or impose any burden on competition.

*(C) Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received From Members, Participants, or Others*

Written comments relating to the proposed rule change have not yet been solicited or received. DTC will notify the Commission of any written comments received by DTC.

**III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action**

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act<sup>7</sup> and Rule 19b-4(f)(2)<sup>8</sup> thereunder because the proposed rule change is establishing or changing a due, fee, or other charge applicable only to a member. At any time within sixty days of the filing of such rule change, the Commission may summarily abrogate such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

**IV. Solicitation of Comments**

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

*Electronic Comments*

- Electronic comments may be submitted by using the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>), or
- Send an e-mail to [rulecomment@sec.gov](mailto:rulecomment@sec.gov). Please include File No. SR-DTC-2009-19 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 SR-DTC-2009-19. This file number should be included on the subject line if e-mail 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 Web site (<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 inspection and copying in the Commission's Public Reference Section, 100 F Street, NE., Washington DC 20549, on official business days between the hours of 10 am and 3 pm. Copies of such filings also will be available for inspection and copying at the principal office of DTC and on DTC's Web site at [http://www.dtcc.com/downloads/legal/rule\\_filings/2009/dtc/2009-19.pdf](http://www.dtcc.com/downloads/legal/rule_filings/2009/dtc/2009-19.pdf). All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to file number SR-DTC-2009-19 and should be submitted on or before February 1, 2010.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>9</sup>

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

[FR Doc. 2010-188 Filed 1-8-10; 8:45 am]

**BILLING CODE 8011-01-P**

**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34-61280; File No. SR-NFA-2009-01]

**National Futures Association; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to Amendments to Compliance Rule 2-29(h) and the Adoption of an Interpretive Notice Regarding the Use of On-Line Social Networking Groups To Communicate With the Public**

January 4, 2010.

Pursuant to Section 19b(7) of the Securities Exchange Act of 1934 ("Act"),<sup>1</sup> and Rule 19b-7 under the Act,<sup>2</sup> notice is hereby given that on December 4, 2009, National Futures Association ("NFA") filed with the Securities and Exchange Commission ("SEC" or "Commission") the proposed rule change described in Items I, II, and III below, which Items have been substantially prepared by the self-regulatory organization.<sup>3</sup> The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons. NFA also has filed this proposed rule change concurrently with the Commodity Futures Trading Commission ("CFTC").

On December 4, 2009, the NFA requested that the CFTC make a determination that review of the proposed rule change of NFA is not necessary. On December 24, 2009, the CFTC notified the NFA that the CFTC has determined not to review the proposed rule change.<sup>4</sup>

**I. Self-Regulatory Organization's Description and Text of the Proposed Rule Change**

The amendments to Compliance Rule 2-29(h) require that certain audio and video advertisements that appear on the Internet—like similar radio and television advertisements—be submitted to NFA in advance for review and approval. The proposed Interpretive Notice reminds Members that on-line communications are subject to the same standards as other types of communications.

The text of the proposed rule change and Interpretive Notice is available on the NFA's Web site ([www.nfa.futures.org](http://www.nfa.futures.org)), at the NFA's

<sup>1</sup> 15 U.S.C. 78s(b)(7).

<sup>2</sup> 17 CFR 240.19b-7.

<sup>3</sup> NFA filed a letter from the CFTC notifying the NFA that it had determined not to review the proposed rule change. See note 4.

<sup>4</sup> See letter from William Penner, Deputy Director, CFTC, to Thomas W. Sexton III, Esq., General Counsel, NFA, dated December 24, 2009.

<sup>7</sup> 15 U.S.C. 78s(b)(3)(A)(ii).

<sup>8</sup> 17 CFR 240.19b-4(f)(2).

<sup>9</sup> 17 CFR 200.30-3(a)(12).