NUCLEAR REGULATORY COMMISSION

Independent External Review Panel To Identify Vulnerabilities in the U.S. Nuclear Regulatory Commission's Materials Licensing Program: Meeting Notice

AGENCY: U.S. Nuclear Regulatory Commission.

ACTION: Notice of meeting.

SUMMARY: NRC will convene a meeting of the Independent External Review Panel to Identify Vulnerabilities in the U.S. Nuclear Regulatory Commission's Materials Licensing Program on October 30, 2007. A sample of agenda items to be discussed during the public session includes: (1) Background of panel's development; (2) review of the panel's charter; and (3) initial planning for future meetings and actions. A copy of the agenda for the meeting can be obtained by e-mailing Mr. Aaron T. McCraw at the contact information below.

Purpose: Discuss the scope of the review panel's objectives and initiate planning of future meetings and actions.

Date and Time for Closed Sessions: There will be no closed sessions during this meeting.

Date and Time for Open Sessions: October 30, 2007, from 1 p.m. to 5 p.m.

Address for Public Meeting: U.S. Nuclear Regulatory Commission, Two White Flint North Building, Room T3C2, 11545 Rockville Pike, Rockville, Maryland 20852.

Public Participation: Any member of the public who wishes to participate in the meeting should contact Mr. McCraw using the information below.

Contact Information: Aaron T. McCraw, e-mail: *atm@nrc.gov,* telephone: (301) 415–1277.

Conduct of the Meeting

Mr. Thomas E. Hill will chair the meeting. Mr. Hill will conduct the meeting in a manner that will facilitate the orderly conduct of business. The following procedures apply to public participation in the meeting:

1. Persons who wish to provide a written statement should submit an electronic copy to Mr. McCraw at the contact information listed above. All submittals must be received by October 23, 2007, and must pertain to the topic on the agenda for the meeting.

2. Questions and comments from members of the public will be permitted during the meeting, at the discretion of the Chairman.

3. The transcript and written comments will be available for inspection at the NRC Public Document Room, 11555 Rockville Pike, Rockville, Maryland 20852–2738, telephone (800) 397–4209, on or about January 30, 2008.

4. Persons who require special services, such as those for the hearing impaired, should notify Mr. McCraw of their planned attendance.

This meeting will be held in accordance with the Atomic Energy Act of 1954, as amended (primarily Section 161a); the Federal Advisory Committee Act (5 U.S.C. App); and the Commission's regulations in Title 10, *U.S. Code of Federal Regulations,* Part 7.

Dated: October 11, 2007.

Andrew L. Bates,

Advisory Committee Management Officer.

[FR Doc. E7–20448 Filed 10–16–07; 8:45 am]

BILLING CODE 7590–01–P

SECURITIES AND EXCHANGE COMMISSION

Submission for OMB Review; Comment Request

Upon Written Request, Copies Available From: U.S. Securities and Exchange Commission, Office of Investor Education and Advocacy, Washington, DC 20549–0213.

Extension:

Rule 17a–7; SEC File No. 270–147; OMB Control No. 3235–0131.

Notice is hereby given that pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission (''Commission'') has submitted to the Office of Management and Budget (''OMB'') a request for extension of the previously approved collection of information discussed below.

Rule 17a–7 (17 CFR 240.17a–7) under the Securities Exchange Act of 1934 (15 U.S.C. 78a *et seq.*) requires non-resident broker-dealers registered or applying for registration pursuant to section 15 of the Exchange Act to maintain—in the United States—complete and current copies of books and records required to be maintained under any rule adopted under the Securities Exchange Act of 1934. Alternatively, Rule 17a–7 provides that the non-resident broker-dealer may sign a written undertaking to furnish the requisite books and records to the Commission upon demand.

There are approximately 54 non-resident broker-dealers. Based on the Commission's experience in this area, it is estimated that the average amount of time necessary to preserve the books and records required by Rule 17a–7 is one hour per year. Accordingly, the total burden is 54 hours per year. With an average cost per hour of approximately $245, the total cost of compliance for the respondents is $13,230 per year.

There are no individual record retention periods in Rule 17a–7. Compliance with the rule is mandatory. However, non-resident broker-dealers may opt to provide the records upon request of the Commission rather than store the records in the United States.

An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number.

Comments should be directed to (i) Desk Officer for the Securities and Exchange Commission, Office of Information and Regulatory Affairs, Office of Management and Budget, Room 10102, New Executive Office Building, Washington, DC 20503 or by sending an e-mail to *Alexander_T._Hunt@omb.eop.gov*; and (ii) R. Corey Booth, Director/Chief Information Officer, Securities and Exchange Commission, c/o Shirley Martinson, 6432 General Green Way, Alexandria, VA 22312 or send an e-mail to: *PRA_Mailbox@sec.gov*. Comments must be submitted within 30 days of this notice.

October 11, 2007.

Florence E. Harmon,

Deputy Secretary.

[FR Doc. E7–20457 Filed 10–16–07; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 28012; 813–326]

Raymond James Employee Investment Fund I, L.P., et al.; Notice of Application

October 11, 2007.

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

ACTION: Notice of application for an order under sections 6(b) and 6(e) of the Investment Company Act of 1940 (the ''Act'') granting an exemption from all provisions of the Act, except section 9, and sections 36 through 53, and the rules and regulations under the Act. With respect to sections 17 and 30 of the Act, and the rules and regulations thereunder, and rule 38a–1 under the Act, the exemption is limited as set forth in the application.

SUMMARY OF APPLICATION: Applicants request an order to exempt certain limited partnerships and other investment vehicles formed for the benefit of eligible employees of

Raymond James Financial, Inc. (''RJF'') and its affiliates from certain provisions of the Act. Each partnership or other investment vehicle will be an ''employees'' securities company'' within the meaning of section 2(a)(13) of the Act.

APPLICANTS: Raymond James Employee Investment Fund I, L.P. and Raymond James Employee Investment Fund II, L.P. (together, the ''Initial Partnerships''), RJF, and RJEIF, Inc.

FILING DATES: The application was filed on February 21, 2001, and amended on October 5, 2007.

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 applicant with a copy of the request, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on November 5, 2007, and should be accompanied by proof of service on applicant, 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, The Raymond James Financial Center, 880 Carillon Parkway, St. Petersburg, Florida 33716.

FOR FURTHER INFORMATION CONTACT: Laura J. Riegel, Senior Counsel, at (202) 551–6873, or Julia K. Gilmer, 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 for a fee at the Commission's Public Reference Branch, 100 F Street, NE., Washington DC 20549–0102 (telephone (202) 551–5850).

Applicants' Representations

1. RJF is a diversified financial services holding company organized under the laws of Florida, whose subsidiaries engage primarily in investment and financial planning, including securities and insurance brokerage, investment banking, asset management, banking and cash management and trust services. RJF and its ''Affiliates,'' as defined in rule 12b–2 under the Securities Exchange Act of 1934 (the ''1934 Act''), are referred to collectively as ''Raymond James.''

2. The Initial Partnerships are limited partnerships organized under the laws of the state of Delaware. RJEIF, Inc. serves as the general partner and investment adviser to the Initial Partnerships. Applicants may offer additional investment vehicles identical in all material respects (other than investment objectives and strategies and form of organization) that may be offered in the future to the same class of investors as those investing in the Initial Partnerships (together with the Initial Partnerships, the ''Partnerships''). Each Partnership will be a limited partnership or other investment vehicle formed as an ''employees' securities company'' within the meaning of section 2(a)(13) and will operate as a closed-end, non-diversified, management investment company.[1] Each Partnership has been established or will be established primarily for the benefit of highly compensated employees of Raymond James as part of a program designed to create capital building opportunities that are competitive with those at other investment banking firms and to facilitate recruitment of high caliber professionals.

3. The general partner of each Partnership will be an Affiliate of RJF (''General Partner''). Any partner in a Partnership other than a General Partner is a ''Limited Partner'' or ''Participant.'' The General Partner will manage, operate, and control each of the Partnerships. The General Partner will be authorized to delegate investment management responsibility only to a Raymond James entity or a committee of Raymond James employees. The ultimate responsibility for the Partnerships' investments will remain with the General Partner. Any Raymond James entity that is delegated the responsibility of making investment decisions for a Partnership will register as an investment adviser under the Investment Advisers Act of 1940 (the ''Advisers Act'') if required under applicable law. The General Partner, Raymond James or any employee of the General Partner or Raymond James may be entitled to receive a performance-based fee (such as a ''carried interest'') based on the gains and losses of the investment program or of the Partnership's investment portfolio.[2] All Partnership investments are referred to herein collectively as ''Portfolio Investments.''

4. Interests in the Partnerships (''Interests'') will be offered without registration in reliance on section 4(2) of the Securities Act of 1933 (the ''Securities Act''), or Regulation D under the Securities Act, and will be sold only to ''Eligible Employees'' and ''Qualified Participants,'' in each case as defined below, or to Raymond James entities.[3] Prior to offering Interests to an Eligible Employee, the General Partner must reasonably believe that the Eligible Employee will be a sophisticated investor capable of understanding and evaluating the risks of participating in the Partnership without the benefit of regulatory safeguards.

5. An ''Eligible Employee'' is (a) an individual who is a current or former employee, officer, director, or ''Consultant'' of Raymond James and, except for certain individuals who manage the day-to-day affairs of the Partnership in question (''Managing

[1] Applicants also may implement a pretax plan arrangement (''Pretax Plan''). In this case, no investment vehicle will be formed with respect to such Pretax Plan. Pursuant to a Pretax Plan, Raymond James will enter into arrangements with certain Eligible Employees, as defined below, of Raymond James, which will generally provide that (a) an Eligible Employee will defer a portion of his or her compensation payable by Raymond James, (b) such deferred compensation will be treated as having been notionally invested in investments designated for these purposes pursuant to the specific compensation plan, and (c) an Eligible Employee will be entitled to receive cash, securities or other property at the times and in the amounts set forth in the specific compensation plan, where the aggregate amount received by such Eligible Employee would be based upon the investment performance of the investments designated for these purposes pursuant to such compensation plan. The Pretax Plan will not actually purchase or sell any securities. Raymond James expects to offer, through Pretax Plans, economic benefits comparable to what would have been offered in an arrangement where an investment vehicle is formed. For purposes of the application, a Partnership will be deemed to be formed with respect to each Pretax Plan and each reference in the application to ''Partnership,'' ''capital contribution,'' ''General Partner,'' ''Limited Partner,'' ''loans,'' and ''Interest'' will be deemed to refer to the Pretax Plan, the notional capital contribution to the Pretax Plan, Raymond James, a participant of the Pretax Plan, notional loans, and participation rights in the Pretax Plan, respectively.

[2] A ''carried interest'' is an allocation to the General Partner, Limited Partner or the Raymond James entity acting as the investment adviser to a Partnership based on net gains in addition to the amount allocable to such entity in proportion to its capital contributions. A General Partner, Limited Partner or Raymond James entity that is registered as an investment adviser under the Advisers Act may charge a carried interest only if permitted by rule 205–3 under the Advisers Act. Any carried interest paid to a General Partner, Limited Partner or Raymond James entity that is not registered under the Advisers Act also will comply with rule 205–3 as if such General Partner, Limited Partner or Raymond James entity were so registered.

[3] If applicants implement a Pretax Plan, participation rights in such Pretax Plan will only be offered to Eligible Employees who are current employees or Consultants, as defined below, of Raymond James.

Employees'')[4] and a limited number of other employees of Raymond James[5] (collectively, ''Non-Accredited Investors''), meets the standards of an accredited investor under rule 501(a)(6) of Regulation D under the Securities Act, or (b) an entity that is a current or former ''Consultant'' of Raymond James and meets the standards of an accredited investor under rule 501(a) of Regulation D.[6] A Partnership may not have more than 35 Non-Accredited Investors.

6. A ''Qualified Participant,'' is an individual or entity (a) that is an Eligible Family Member or Qualified Investment Vehicle (in each case as defined below) of an Eligible Employee, and (b) if the individual or entity is purchasing an Interest from a Partnership, comes within one of the categories of an ''accredited investor'' under rule 501(a) of Regulation D. An ''Eligible Family Member'' is a spouse, parent, child, spouse of child, brother, sister, or grandchild of an Eligible Employee, including step and adoptive relationships. A ''Qualified Investment Vehicle'' is (a) a trust of which the trustee, grantor and/or beneficiary is an Eligible Employee, (b) a partnership, corporation or other entity controlled by an Eligible Employee, or (c) a trust or other entity established solely for the benefit of Eligible Family Members of an Eligible Employee.[7]

7. The terms of a Partnership will be fully disclosed to each Eligible Employee and, if applicable, to a Qualified Participant of the Eligible Employee, in a partnership agreement (the ''Partnership Agreement''), which will be furnished at the time the Eligible Employee is invited to participate in the Partnership. Each Partnership will send audited financial statements to each Participant within 120 days or as soon as practicable after the end of its fiscal year, except for any Partnership that was formed to make a single portfolio investment (in which case audited financial statements will be prepared for either the Partnership or the entity that is the single portfolio investment).[8] In addition, as soon as practicable after the end of each tax year of a Partnership, each Participant will receive a report showing the Participant's share of income, credits, deductions, and other tax items.

8. Interests in a Partnership will be non-transferable except with the prior written consent of the General Partner.[9] No person will be admitted into a Partnership unless the person is an Eligible Employee, a Qualified Participant of an Eligible Employee, or a Raymond James entity. No sales load will be charged in connection with the sale of Interests.

9. An Eligible Employee's interest in a Partnership may be subject to repurchase or cancellation if: (a) The Eligible Employee's relationship with Raymond James is terminated for cause; (b) the Eligible Employee becomes a consultant to or joins any firm that the General Partner determines, in its reasonable discretion, is competitive with any business of Raymond James; or (c) the Eligible Employee voluntarily resigns from employment with Raymond James. Upon repurchase or cancellation, the General Partner will pay to the Eligible Employee at least the lesser of (a) the amount actually paid by the Eligible Employee to acquire the Interest (less prior distributions, plus interest), and (b) the fair market value of the Interest as determined at the time of repurchase or cancellation by the General Partner. The terms of any repurchase or cancellation will apply equally to any Qualified Participant of an Eligible Employee.

10. Subject to the terms of the applicable Partnership Agreement, a Partnership will be permitted to enter into transactions involving (a) a Raymond James entity, (b) a portfolio company, (c) any Partner or person or entity affiliated with a Partner, (d) an investment fund or separate account that is organized for the benefit of investors who are not affiliated with Raymond James and over which a Raymond James entity will exercise investment discretion or which is sponsored by a Raymond James entity (''Third Party Fund''), or (e) any person or entity who is not affiliated with Raymond James and is a partner or other investor in a Third Party Fund or a third party sponsored fund or pooled investment vehicle that is not affiliated with Raymond James (a ''Third Party Investor''). Prior to entering into any of these transactions, the General Partner must determine that the terms are fair to the Partners.

11. A Raymond James entity (including the General Partner) acting as agent or broker may receive placement fees, advisory fees, or other compensation from a Partnership or a portfolio company in connection with a Partnership's purchase or sale of securities, provided that such placement fees, advisory fees, or other compensation can be deemed to be ''usual and customary.'' Such fees or other compensation will be deemed ''usual and customary'' only if (a) the Partnership is purchasing or selling securities with other unaffiliated third parties, including Third Party Funds or Third Party Investors, who are similarly purchasing or selling securities, (b) the fees or other compensation being charged to the Partnership are also being charged to the unaffiliated third parties, including Third Party Funds or Third Party Investors, and (c) the amount of securities being purchased or sold by the Partnership does not exceed 50% of

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[4] A Managing Employee may invest in a Partnership if he or she meets the definition of ''knowledgeable employee'' in rule 3c–5(a)(4) under the Act with the Partnership treated as though it were a ''Covered Company'' for purposes of the rule.

[5] Such employees must meet the sophistication requirements set forth in rule 506(b)(2)(ii) of Regulation D under the Securities Act and may be permitted to invest his or her own funds in the Partnership if, at the time of the employee's investment in a Partnership, he or she (a) has a graduate degree in business, law or accounting, (b) has a minimum of five years of consulting, investment banking or similar business experience, and (c) has had reportable income from all sources of at least $100,000 in each of the two most recent years and a reasonable expectation of income from all sources of at least $140,000 in each year in which such person will be committed to make investments in a Partnership. In addition, such an employee will not be permitted to invest in any year more than 10% of his or her income from all sources for the immediately preceding year in the aggregate in such Partnership and in all other Partnerships in which he or she has previously invested.

[6] A ''Consultant'' is a person or entity whom Raymond James has engaged on retainer to provide services and professional expertise on an ongoing basis as a regular consultant or as a business or legal adviser and who shares a community of interest with Raymond James and Raymond James employees.

[7] The inclusion of partnerships, corporations, or other entities controlled by an Eligible Employee in the definition of ''Qualified Investment Vehicle'' is intended to enable Eligible Employees to make investments in the Partnerships through personal investment vehicles over which they exercise investment discretion or vehicles the management or affairs of which they otherwise control. In the case of a partnership, corporation, or other entity controlled by a Consultant entity, individual participants will be limited to senior level employees, members, or partners of the Consultant who will be required to qualify as an ''accredited investor'' under rule 501(a)(6) of Regulation D and who will have access to the directors and officers of the General Partner.

[8] If applicants implement a Pretax Plan, Eligible Employees participating in such Pretax Plan will be furnished with a copy of the Pretax Plan, which will set forth at a minimum the same terms of the proposed investment program as those that would have been set forth in a Partnership Agreement for a Partnership. Raymond James will prepare an audited informational statement with respect to the investments deemed to be made by such Pretax Plan, including, with respect to each investment, the name of the portfolio company and the amount deemed invested by such Pretax Plan in the portfolio company. Raymond James will send each participant of such Pretax Plan a separate statement prepared based on the audited informational statement within 120 days after the end of the fiscal year of Raymond James or as soon as practicable thereafter.

[9] If applicants implement a Pretax Plan, an Eligible Employee's participation rights in such Pretax Plan may not be transferred, other than to a Qualified Participant in the event of the Eligible Employee's death.

the total amount of securities being purchased or sold by the Partnership and the unaffiliated third parties, including Third Party Funds and Third Party Investors. Raymond James entities, including the General Partner, also may be compensated for services to entities in which the Partnerships invest and to entities that are competitors of these entities, and may otherwise engage in normal business activities.

12. The Partnerships may borrow from a General Partner or a Raymond James entity. The interest rate on such loans will be no less favorable to the Partnerships than the rate that could be obtained on an arm's length basis. A Partnership will not borrow from any person if the borrowing would cause any person not named in section 2(a)(13) of the Act to own outstanding securities of the Partnership (other than short-term paper). Any borrowing by a Partnership will be non-recourse to the Limited Partners of the Partnership, except indebtedness incurred specifically on behalf of a Limited Partner where such Limited Partner has agreed to guarantee the loan or act as co-obligor on the loan.

13. A Partnership will not invest more than 15% of its assets in securities issued by registered investment companies (with the exception of temporary investments in money market funds). A Partnership will not acquire any security issued by a registered investment company if immediately after the acquisition; the Partnership will own more than 3% of the outstanding voting stock of the registered investment company.

Applicants' Legal Analysis

1. Section 6(b) of the Act provides, in part, that the Commission will exempt employees' securities companies from the provisions of the Act to the extent that the exemption is consistent with the protection of investors. Section 6(b) provides that the Commission will consider, in determining the provisions of the Act from which the company should be exempt, the company's form of organization and capital structure, the persons owning and controlling its securities, the price of the company's securities and the amount of any sales load, how the company's funds are invested, and the relationship between the company and the issuers of the securities in which it invests. Section 2(a)(13) defines an employees' securities company, in relevant part, as any investment company all of whose securities (other than short-term paper) are beneficially owned (a) by current or former employees, or persons on retainer, of one or more affiliated employers, (b) by immediate family members of such persons, or (c) by such employer or employers together with any of the persons in (a) or (b).

2. Section 7 of the Act generally prohibits investment companies that are not registered under section 8 of the Act from selling or redeeming their securities. Section 6(e) of the Act provides that, in connection with any order exempting an investment company from any provision of section 7, certain provisions of the Act, as specified by the Commission, will be applicable to the company and other persons dealing with the company as though the company were registered under the Act. Applicants request an order under sections 6(b) and 6(e) of the Act exempting applicants and any Subsequent Partnerships from all provisions of the Act, except section 9 and sections 36 through 53 of the Act, and the rules and regulations under the Act. With respect to sections 17 and 30 of the Act, and the rules and regulations thereunder, and rule 38a-1 under the Act, the exemption is limited as set forth in the application.

3. Section 17(a) generally prohibits any affiliated person of a registered investment company, or any affiliated person of an affiliated person, acting as principal, from knowingly selling or purchasing any security or other property to or from the company. Applicants request an exemption from section 17(a) to permit: (a) A Raymond James entity or a Third Party Fund, acting as principal, to engage in any transaction directly or indirectly with any Partnership or any company controlled by the Partnership; (b) any Partnership to invest in or engage in any transaction with any Raymond James entity, acting as principal, (i) in which the Partnership, any company controlled by the Partnership, or any Raymond James entity or Third Party Fund has invested or will invest, or (ii) with which the Partnership, any company controlled by the Partnership, or any Raymond James entity or Third Party Fund is or will become affiliated; and (c) any Third Party Investor, acting as principal, to engage in any transaction directly or indirectly with a Partnership or any company controlled by the Partnership.

4. Applicants state that an exemption from section 17(a) is consistent with the protection of investors and is necessary to promote the purpose of each Partnership. Applicants state that the Participants in each Partnership will be fully informed of the possible extent of the Partnership's dealings with Raymond James. Applicants also state that, as professionals employed in investment banking and financial planning, Participants in each Partnership will be able to understand and evaluate the attendant risks. Applicants assert that the community of interest among the Participants and Raymond James will provide the best protection against any risk of abuse.

5. Section 17(d) of the Act and rule 17d–1 under the Act prohibit any affiliated person of a registered investment company, or any affiliated person of such person, acting as principal, from participating in any joint arrangement with the company unless authorized by the Commission. Applicants request relief to permit affiliated persons of each Partnership, or affiliated persons of any of these persons, to participate in any joint arrangement in which the Partnership or a company controlled by the Partnership is a participant.

6. Applicants assert that compliance with section 17(d) would cause the Partnerships to forgo investment opportunities simply because a Participant or other affiliated person of the Partnerships (or any affiliate of the affiliated person) made or is concurrently making a similar investment. Applicants also state that because certain attractive investment opportunities often require that each participant make available funds in an amount substantially greater than that available to one Partnership alone, there may be attractive opportunities that a Partnership may be unable to take advantage of except by co-investing with other persons, including affiliated persons. Applicants assert that the flexibility to structure co-investments and joint investments will not involve abuses of the type section 17(d) and rule 17d–1 were designed to prevent.

7. Co-investments with a Third Party Fund, or by a Raymond James entity pursuant to a contractual obligation to a Third Party Fund, will not be subject to condition 3 below. Applicants note that it is common for a Third Party Fund to require that Raymond James invest its own capital in Third Party Fund investments, and that Raymond James investments be subject to substantially the same terms as those applicable to the Third Party Fund. Applicants believe it is important that the interests of the Third Party Fund take priority over the interests of the Partnerships, and that the Third Party Fund not be burdened or otherwise affected by activities of the Partnerships. In addition, applicants assert that the relationship of a Partnership to a Third Party Fund is fundamentally different from a Partnership's relationship to Raymond James. Applicants contend

that the focus of, and the rationale for, the protections contained in the requested relief are to protect the Partnerships from any overreaching by Raymond James in the employer/employee context, whereas the same concerns are not present with respect to the Partnerships and a Third Party Fund.

8. Section 17(e) of the Act and rule 17e–1 under the Act limit the compensation an affiliated person may receive when acting as agent or broker for a registered investment company. Applicants request an exemption from section 17(e) to permit a Raymond James entity (including the General Partner) that acts as an agent or broker to receive placement fees, advisory fees, or other compensation from a Partnership in connection with the purchase or sale by the Partnership of securities, provided that the fees or other compensation can be deemed ''usual and customary.'' Applicants state that for the purposes of the application, fees or other compensation will be deemed ''usual and customary'' only if (a) the Partnership is purchasing or selling securities alongside other unaffiliated third parties, including Third Party Funds or Third Party Investors, who are similarly purchasing or selling securities, (b) the fees or other compensation being charged to the Partnership are also being charged to the unaffiliated third parties, including Third Party Funds and Third Party Investors, and (c) the amount of securities being purchased or sold by the Partnership does not exceed 50% of the total amount of securities being purchased or sold by the Partnership and the unaffiliated third parties, including Third Party Funds or Third Party Investors. Applicants assert that, because Raymond James does not wish it to appear as if it is favoring the Partnerships, compliance with section 17(e) would prevent a Partnership from participating in transactions where the Partnership is being charged lower fees than unaffiliated third parties. Applicants assert that the fees or other compensation paid by a Partnership to a Raymond James entity will be the same as those negotiated at arm's length with unaffiliated third parties.

9. Rule 17e–1(b) under the Act requires that a majority of directors who are not ''interested persons'' (as defined in section 2(a)(19) of the Act) take actions and make approvals regarding commissions, fees, or other remuneration. Rule 17e–1(c) under the Act requires each Partnership to comply with the fund governance standards defined in rule 0–1(a)(7) under the Act. Applicants request an exemption from rule 17e–1 to the extent necessary to permit each Partnership to comply with the rule without having a majority of the directors of the General Partner who are not interested persons take actions and make determinations as set forth in paragraph (b) of the rule, and without having to satisfy the standards set forth in paragraph (c) of the rule. Applicants state that because all the directors of the General Partner will be affiliated persons, without the relief requested, a Partnership could not comply with rule 17e–1. Applicants state that each Partnership will comply with rule 17e–1(b) by having a majority of the directors of the Partnership take actions and make approvals as are set forth in rule 17e–1. Applicants state that each Partnership will comply with all other requirements of rule 17e–1.

10. Section 17(f) of the Act designates the entities that may act as investment company custodians, and rule 17f–1 under the Act imposes certain requirements when the custodian is a member of a national securities exchange. Applicants request an exemption from section 17(f) and rule 17f–1 to permit a Raymond James entity to act as custodian of Partnership assets without a written contract, as would be required by rule 17f–1(a). Applicants also request an exemption from the rule 17f–1(b)(4) requirement that an independent accountant periodically verify the assets held by the custodian. Applicants state that, because of the community of interest between Raymond James and the Partnerships and the existing requirement for an independent audit, compliance with these requirements would be unnecessarily burdensome and expensive. Applicants will comply with all other requirements of rule 17f–1.

11. Section 17(g) of the Act and rule 17g–1 under the Act generally require the bonding of officers and employees of a registered investment company who have access to its securities or funds. Rule 17g–1 requires that a majority of directors who are not interested persons take certain actions and give certain approvals relating to fidelity bonding. Applicants request exemptive relief to permit the General Partner's directors, who may be deemed interested persons, to take actions and make determinations set forth in the rule. Applicants state that, because all directors of the General Partner will be affiliated persons, a Partnership could not comply with rule 17g–1 without the requested relief. Specifically, each Partnership will comply with rule 17g–1 by having a majority of the Partnership's directors take actions and make determinations as are set forth in rule 17g–1. Applicants also state that each Partnership will comply with all other requirements of rule 17g–1, except that the Partnerships request an exemption from the requirements of paragraphs (g) and (h) or rule 17g–1 relating to the filing of copies of fidelity bonds and related information with the Commission and relating to this provision of notices to the board of directors, and an exemption from the requirements of paragraph (j)(3) of rule 17g–1 that the Partnerships comply with the fund governance standards defined in rule 0–1(a)(7).

12. Section 17(j) of the Act and paragraph (b) of rule 17j–1 under the Act make it unlawful for certain enumerated persons to engage in fraudulent or deceptive practices in connection with the purchase or sale of a security held or to be acquired by a registered investment company. Rule 17j–1 also requires that every registered investment company adopt a written code of ethics and that every access person of a registered investment company report personal securities transactions. Applicants request an exemption from the provisions of rule 17j–1, except for the anti-fraud provisions of paragraph (b), because they are unnecessarily burdensome as applied to the Partnerships.

13. Applicants request an exemption from the requirements in sections 30(a), 30(b), and 30(e) of the Act, and the rules under those sections, that registered investment companies prepare and file with the Commission and mail to their shareholders certain periodic reports and financial statements. Applicants contend that the forms prescribed by the Commission for periodic reports have little relevance to a Partnership and would entail administrative and legal costs that outweigh any benefit to the Participants. Applicants request exemptive relief to the extent necessary to permit each Partnership to report annually to its Participants. Applicants also request an exemption from section 30(h) of the Act to the extent necessary to exempt the General Partner of each Partnership, directors and officers of the General Partnership and any other persons who may be deemed to be members of an advisory board of a Partnership from filing Forms 3, 4, and 5 under section 16(a) of the 1934 Act with respect to their ownership of Interests in the Partnership. Applicants assert that, because there will be no trading market and the transfers of Interests will be severely restricted, these filings are unnecessary for the protection of investors and burdensome to those required to make them.

14. Rule 38a–1 requires investment companies to adopt, implement and

periodically review written policies reasonable designed to prevent violation of the federal securities law and to appoint a chief compliance officer. Each Partnership will comply will rule 38a–1(a), (c) and (d), except that (a) because the Partnership does not have a board of directors, the board of directors of the General Partner will fulfill the responsibilities assigned to the Partnership's board of directors under the rule, (b) because the board of directors of the General Partner does not have any disinterested members, approval by a majority of the disinterested board members required by rule 38a–1 will not be obtained, and (c) because the board of directors of the General Partner does not have any independent members, the Partnerships will comply with the requirement in rule 38a–1(a)(4)(iv) that the chief compliance officer meet with the independent board members by having the chief compliance officer meet with the board of directors of the General Partner as constituted.

Applicants' Conditions

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

1. Each proposed transaction otherwise prohibited by section 17(a) or section 17(d) and rule 17d to which a Partnership is a party (the ''Section 17 Transactions'') will be effected only if the General Partner determines that:

(a) The terms of the Section 17 Transaction, including the consideration to be paid or received, are fair and reasonable to the Partners of the participating Partnership and do not involve overreaching of such Partnership or its Partners on the part of any person concerned; and

(b) The Section 17 Transaction is consistent with the interests of the Partners of the participating Partnership, such Partnership's organizational documents and such Partnership's reports to its Partners.

In addition, the General Partner will record and will preserve a description of all Section 17 Transactions, the General Partner's findings and the information or materials upon which the General Partner's findings are based and the basis for the findings. All such records will be maintained for the life of the Partnership and at least six years thereafter, and will be subject to examination by the Commission and its staff. Each Partnership will preserve the accounts, books and other documents required to be maintained in an easily accessible place for the first two years.

2. In connection with the Section 17 Transactions, the General Partner will adopt, and periodically review and update, procedures designed to ensure that reasonable inquiry is made, prior to the consummation of any Section 17 Transaction, with respect to the possible involvement in the transaction of any affiliated person or promoter of or principal underwriter for such Partnership, or any affiliated person of such a person, promoter or principal underwriter.

3. The General Partner will not make on behalf of a Partnership any investment in which a '' Co-Investor'' with respect to any Partnership (as defined below) has acquired or proposes to acquire the same class of securities of the same issuer, where the investment involves a joint enterprise or other joint arrangement within the meaning of rule 17d–1 in which such Partnership and the Co-Investor are participants, unless any such Co-Investor, prior to disposing of all or part of its investment, (a) gives such General Partner sufficient, but not less than one day's notice of its intent to dispose of its investment; and (b) refrains from disposing of its investment unless the participating Partnership holding such investment has the opportunity to dispose of its investment prior to or concurrently with, on the same terms as, and on a *pro rata* basis with the Co-Investor. The term ''Co-Investor'' with respect to any Partnership means any person who is: (a) An ''affiliated person'' (as defined in section 2(a)(3) of the Act) of such Partnership (other than a Third Party Fund); (b) a Raymond James entity; (c) an officer or director of a Raymond James entity; or (d) an entity (other than a Third Party Fund) in which the General Partner acts as a general partner or has a similar capacity to control the sale or other disposition of the entity's securities.

The restrictions contained in this condition, however, shall not be deemed to limit or prevent the disposition of an investment by a Co-Investor: (a) To its direct or indirect wholly-owned subsidiary, to any company (a ''Parent'') of which such Co-Investor is a direct or indirect wholly-owned subsidiary, or to a direct or indirect wholly-owned subsidiary of its Parent; (b) to immediate family members of such Co-Investor, including step and adoptive relationships, or to a trust or other investment vehicle established for any such immediate family member; (c) when the investment is comprised of securities that are listed on any exchange registered as a national securities exchange under section 6 of the 1934 Act; (d) when the investment is comprised of securities that are national market system securities pursuant to section 11A(a)(2) of the 1934 Act and rule 11Aa2–1 thereunder; (e) when the investment is comprised of securities that are listed or traded on any foreign securities exchange or board of trade that satisfies regulatory requirements under the law of the jurisdiction in which such foreign securities exchange or board of trade is organized similar to those that apply to a national securities exchange or a national market system for securities; or (f) when the investment is comprised of securities that are government securities as defined in section 2(a)(16) of the Act.

4. Each Partnership and its General Partner will maintain and preserve, for the life of such Partnership and at least six years thereafter, such accounts, books, and other documents as constitute the record forming the basis for the audited financial statements that are to be provided to the Participants in such Partnership, and each annual report of such Partnership required to be sent to such Participants, and agree that all such records will be subject to examination by the Commission and its staff. Each Partnership will preserve the accounts, books and other documents required to be maintained in an easily accessible place for the first two years.

5. The General Partner of each Partnership will send to each Participant in that Partnership, at any time during the fiscal year then ended, Partnership financial statements audited by such Partnership's independent accountants, except in the case of a Partnership formed to make a single Portfolio Investment. In such cases, financial statements will be unaudited, but each Participant will receive financial statements of the single Portfolio Investment audited by such entity's independent accountants. At the end of each fiscal year, the General Partner will make a valuation or have a valuation made of all of the assets of the Partnership as of such fiscal year end in a manner consistent with customary practice with respect to the valuation of assets of the kind held by the Partnership. In addition, within 120 days after the end of each fiscal year of each Partnership or as soon as practicable thereafter, the General Partner will send a report to each person who was a Participant at any time during the fiscal year then ended, setting forth such tax information as shall be necessary for the preparation by the Participant of his, her or its U.S. federal and state income tax returns and a report of the investment activities of the Partnership during that fiscal year.

6. If a Partnership makes purchases or sales from or to an entity affiliated with the Partnership by reason of an officer,

director or employee of Raymond James (a) serving as an officer, director, general partner or investment adviser of the entity, or (b) having a 5% or more investment in the entity, such individual will not participate in the Partnership's determination of whether or not to effect the purchase or sale.

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

Florence E. Harmon,

Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–56640; File No. SR–CBOE–2007–118]

Self-Regulatory Organizations; Chicago Board Options Exchange, Incorporated; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Relating to Its Marketing Fee Program

October 11, 2007.

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 1, 2007, the Chicago Board Options Exchange, Incorporated (''CBOE'' or ''Exchange'') 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 substantially prepared by the Exchange. CBOE has designated this proposal as one establishing or changing a due, fee, or other charge imposed by CBOE under Section 19(b)(3)(A)(ii) of the Act[3] and Rule 19b–4(f)(2) thereunder,[4] which renders the proposal 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

CBOE proposes to amend its Marketing Fee Program. The text of the proposed rule change is available at the Exchange, the Commission's Public Reference Room, and *http://www.cboe.com.*

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

[3] 15 U.S.C. 78s(b)(3)(A)(ii).

[4] 17 CFR 240.19b–4(f)(2).

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 Exchange 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. CBOE has substantially 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

Recently, CBOE amended its Marketing Fee Program to, among other things, collect an administrative fee to offset its costs in administering the marketing fee program and also to provide funds to the association of members for its costs and expenses in supporting CBOE's marketing fee program and in seeking to bring order flow to CBOE.[5] Under the amended Marketing Fee Program, CBOE collects an administrative fee of .45% on the total amount of funds collected each month prior to making the remaining funds available to DPMs and Preferred Market-Makers to attract orders to CBOE.

CBOE now proposes to limit the total amount that any Market-Maker, RMM, e–DPM, or DPM would contribute to the administrative fee. Specifically, CBOE proposes to amend its Marketing Fee Program such that no Market-Maker, RMM, e–DPM, or DPM would contribute more than 15% of the total amount collected by the .45% administrative fee. As amended, if the assessment of CBOE's marketing fee resulted in any Market-Maker, RMM, e–DPM or DPM contributing more than 15% of the funds collected for the administrative fee, the amount of money in excess of the 15% would not be allocated to the administrative fee and instead would be allocated to the DPMs or Preferred Market-Makers to attract orders to CBOE.

The following is an example of how this 15% limit would be applied, where there is one DPM and three Market-Makers on CBOE, and collectively they generated $100,000 in marketing fee funds in August. The administration fee of .45% would be collected from the total amount of funds collected, *i.e.*, $100,000, resulting in $450. Assume that based on their trading in August, the DPM accounted for 70%, or $70,000, of the marketing fee funds collected in August, and each of the Market-Makers accounted for 10%, or $10,000 each. CBOE would then determine whether the DPM or any of the Market-Makers contributed more than 15% of the total funds collected and allocated to the .45% admin fee (15% of $450 is $67.50). In this case, because the DPM accounted for 70% of the marketing fee funds available in August, the DPM also would have accounted for 70% of the $450 administration fee (or $315), since the administration fee is a percentage taken from the total amount of marketing fee funds collected in August.[6]

Because the DPM would have contributed more than 15% of the total amount of funds raised by the .45% administrative fee, would be capped at $67.50, and the balance of $247.50 ($315 − $67.50) would be provided to DPMs and Preferred Market-Makers to pay for order flow. Accordingly, in August the administration fee amount would be $202.50 instead of $450. CBOE intends to calculate the 15% limit on a firm-wide basis. If a member organization and its nominees operate on the Exchange in various approved statuses, such as a Market-Maker, RMM, DPM or e–DPM, CBOE intends to aggregate it and its nominees' activity to determine if the member firm exceeded the 15% limit. CBOE believes that limiting the total amount that any Market-Maker, RMM, DPM, or e–DPM would contribute to the administrative fee is fair and reasonable and an equitable allocation of fees.

CBOE proposes to implement these changes to the marketing fee program beginning on October 1, 2007. CBOE is not amending its marketing fee program in any other respects.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act[7] in general, and Section 6(b)(4) of the Act[8] in particular, in that it is designed to provide for the equitable allocation of reasonable dues,

[5] *See* Securities Exchange Release No. 56289 (August 20, 2007), 72 FR 49030 (August 27, 2007) (SR–CBOE–2007–95).

[6] A Market-Maker's, RMM's, e–DPM's or DPM's percentage contribution to the total amount of marketing fee funds collected in a month is directly proportional to its percentage contribution to the funds collected as part of the administration fee.

[7] 15 U.S.C. 78f(b).

[8] 15 U.S.C. 78f(b)(4).