

“to protect investors and the public interest.”<sup>31</sup>

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,<sup>32</sup> 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.<sup>33</sup> 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.<sup>34</sup> 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.<sup>35</sup>

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](mailto: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.<sup>36</sup>

**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

<sup>31</sup> 15 U.S.C. 78f(b)(5).

<sup>32</sup> See Notice, *supra* note 3.

<sup>33</sup> See Notice, 87 FR at 58558.

<sup>34</sup> See *id.* at 58556.

<sup>35</sup> 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—

<sup>36</sup> 17 CFR 200.30–3(a)(57).

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.*

[FR Doc. 2022–27043 Filed 12–13–22; 8:45 am]

**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”),<sup>1</sup> and Rule 19b–4 thereunder,<sup>2</sup>  
 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.

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

<sup>2</sup> 17 CFR 240.19b–4.