

change, or within such longer period up to 90 days as the Commission may designate if it finds such longer period to be appropriate and publishes its reasons for so finding, or as to which the self-regulatory organization consents, the Commission shall either approve the proposed rule change, disapprove the proposed rule change, or institute proceedings to determine whether the proposed rule change should be disapproved. The 45th day after publication of the notice for this proposed rule change is June 14, 2019. The Commission is extending this 45-day time period.

The Commission finds that it is appropriate to designate a longer period within which to take action on the proposal so that it has sufficient time to consider certain issues raised by the proposed rule change. Accordingly, the Commission, pursuant to Section 19(b)(2) of the Act, designates July 29, 2019, as the date by which the Commission shall either approve or disapprove, or institute proceedings to determine whether to disapprove, the proposed rule change (File No. SR-FINRA-2019-014).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁶

Eduardo A. Aleman,
Deputy Secretary.

[FR Doc. 2019-12925 Filed 6-18-19; 8:45 am]

BILLING CODE 8011-01-P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-86104; File No. SR-NYSEArca-2018-98]

Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Designation of a Longer Period for Commission Action on Proceedings To Determine Whether To Approve or Disapprove a Proposed Rule Change, as Modified by Amendment No. 3, To List and Trade Shares of the iShares Commodity Multi-Strategy ETF Under NYSE Arca Rule 8.600-E

June 13, 2019.

On December 21, 2018, NYSE Arca, Inc. (“Exchange” or “NYSE Arca”) filed with the Securities and Exchange Commission (“Commission”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”) ¹ and Rule 19b-4 thereunder,² a proposed rule change to list and trade shares of the iShares Commodity Multi-Strategy ETF

under NYSE Arca Rule 8.600-E. On February 1, 2019, pursuant to Section 19(b)(1) of the Act,³ the Commission noticed the proposed rule change and, pursuant to Section 19(b)(2) of the Act,⁴ designated a longer period within which to approve the proposed rule change, disapprove the proposed rule change, or institute proceedings to determine whether to approve or disapprove the proposed rule change.⁵ On March 6, 2019, the Exchange filed Amendment No. 1 to the proposed rule change, which replaced and superseded the proposed rule change as originally filed.⁶ On March 14, 2019, the Exchange filed Amendment No. 2 to the proposed rule change, which replaced and superseded the proposed rule change, as modified by Amendment No. 1.⁷ On March 20, 2019, the Commission instituted proceedings under Section 19(b)(2)(B) of the Act ⁸ to determine whether to approve or disapprove the proposed rule change.⁹ On March 29, 2019, the Exchange filed Amendment No. 3 to the proposed rule change, which replaced and superseded the proposed rule change, as modified by Amendment No. 2.¹⁰ The Commission has received no comment letters on the proposed rule change.

Section 19(b)(2) of the Act ¹¹ provides that, after initiating disapproval proceedings, the Commission shall issue an order approving or disapproving the proposed rule change not later than 180 days after the date of publication of notice of filing of the proposed rule change. The Commission may extend the period for issuing an order approving or disapproving the proposed rule change, however, by not more than 60 days if the Commission determines that a longer period is appropriate and

³ 15 U.S.C. 78s(b)(1).

⁴ 15 U.S.C. 78s(b)(2).

⁵ See Securities Exchange Act Release No. 85033, 84 FR 2618 (February 7, 2019).

⁶ Amendment No. 1 is available at: <https://www.sec.gov/comments/sr-nysearca-2018-98/srnysearca201898-5031693-183046.pdf>.

⁷ Amendment No. 2 is available at: <https://www.sec.gov/comments/sr-nysearca-2018-98/srnysearca201898-5123714-183326.pdf>.

⁸ 15 U.S.C. 78s(b)(2)(B).

⁹ See Securities Exchange Act Release No. 85375, 84 FR 11375 (March 26, 2019). Specifically, the Commission instituted proceedings to allow for additional analysis of the proposed rule change’s consistency with Section 6(b)(5) of the Act, which requires, among other things, that the rules of a national securities exchange be “designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade,” and “to protect investors and the public interest.” See *id.* at 11378 (citing 15 U.S.C. 78f(b)(5)).

¹⁰ Amendment No. 3 is available at: <https://www.sec.gov/comments/sr-nysearca-2018-98/srnysearca201898-5271215-183729.pdf>.

¹¹ 15 U.S.C. 78s(b)(2).

publishes the reasons for such determination. The date of publication of notice of filing of the proposed rule change was December 21, 2018. June 19, 2019, is 180 days from that date, and August 18, 2019, is 240 days from that date.

The Commission finds it appropriate to designate a longer period within which to issue an order approving or disapproving the proposed rule change so that it has sufficient time to consider this proposed rule change. Accordingly, the Commission, pursuant to Section 19(b)(2) of the Act,¹² designates August 18, 2019, as the date by which the Commission shall either approve or disapprove the proposed rule change (File No. SR-NYSEArca-2018-98).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹³

Eduardo A. Aleman,
Deputy Secretary.

[FR Doc. 2019-12926 Filed 6-18-19; 8:45 am]

BILLING CODE 8011-01-P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-86099; File No. SR-DTC-2019-002]

Self-Regulatory Organizations; The Depository Trust Company; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Modify the Operational Arrangements and Fee Guide Relating to Structured Securities

June 13, 2019.

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 June 5, 2019, 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 by the clearing agency. DTC filed the proposed rule change pursuant to Section 19(b)(3)(A) of the Act ³ and Rule 19b-4(f)(6) thereunder.⁴ The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

¹² *Id.*

¹³ 17 CFR 200.30-3(a)(57).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A).

⁴ 17 CFR 240.19b-4(f)(6).

⁶ 17 CFR 200.30-3(a)(31).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

I. Clearing Agency's Statement of the Terms of Substance of the Proposed Rule Change

The proposed rule change consists of modifications to (i) the DTC Operational Arrangements (Necessary for Securities to Become and Remain Eligible for DTC Services) ("OA")⁵ to eliminate the requirement that an Issuer's paying agent ("Paying Agent"), and a Participant that is the managing underwriter ("Underwriter"), for certain issuances of structured securities ("Structured Securities") that have features that may affect the timeliness of payment of principal and interest ("Non-Conforming Structured Securities"), submit an attestation ("Attestation")⁶ relating to the Non-Conforming Structured Securities, as described below; (ii) the Guide to the DTC Fee Schedule ("Fee Guide")⁷ to eliminate an exception processing fee ("Exception Processing Fee") charged to Underwriters relating to making Non-Conforming Structured Securities eligible for DTC services; and (iii) the OA to eliminate a provision that excludes Non-Conforming Structured Securities from statistics published by DTC regarding the timeliness of submission of rate information for Structured Securities, as described below.⁸

II. Clearing Agency's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the clearing agency 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. The clearing agency has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

⁵ Available at <http://www.dtcc.com/~media/Files/Downloads/legal/issue-eligibility/eligibility/operational-arrangements.pdf>.

⁶ Available at <http://www.dtcc.com/~media/Files/Downloads/legal/issue-eligibility/special-letters/Non-Conforming-Structured-Securities-Attestation-Letter.pdf> (Non-Conforming Structured Securities Attestation). A Paying Agent and Underwriter must provide an Attestation to DTC to inform DTC when a Security to be made eligible for DTC services is a Non-Conforming Structured Security. The Attestation also documents the understanding of the Underwriter that DTC would charge the Exception Processing Fee with regard to the Non-Conforming Structured Security.

⁷ Available at <http://www.dtcc.com/~media/Files/Downloads/legal/fee-guides/dtcfeeguide.pdf>.

⁸ Capitalized terms not defined herein are defined in the Rules, By-Laws and Organization Certificate of DTC (the "Rules"), available at http://www.dtcc.com/~media/Files/Downloads/legal/rules/dtc_rules.pdf, and the OA, *supra* note 5.

(A) Clearing Agency's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The proposed rule change consists of proposed modifications to (i) the OA⁹ to eliminate the requirement that a Paying Agent, and an Underwriter, for Non-Conforming Structured Securities, submit an Attestation¹⁰ relating to the Non-Conforming Structured Securities, as described below; (ii) the Fee Guide¹¹ to eliminate the Exception Processing Fee; and (iii) the OA to eliminate a provision that excludes Non-Conforming Structured Securities from statistics published by DTC regarding the timeliness of submission of rate information for Structured Securities, as described below.

Background

A Structured Security, such as a collateralized mortgage obligation or asset-backed security, is a debt security backed by a pool of underlying financial assets. The underlying assets generally consist of receivables such as mortgages, credit card receivables, student or other bank loans for which the timing of principal payments by the underlying obligors may be variable and unpredictable. A Structured Security may also incorporate credit enhancements or other rights that affect the amount and timing of payments to investors.

Communication of periodic payment rates of principal and interest to the end investors in Structured Securities depends on information reporting and significant interdependencies among servicers of the underlying assets, trustees, custodians, Paying Agents, DTC, and the financial intermediaries that act on behalf of the investors. Historically, given the complexity of structure and calculations of cash flow from the underlying assets, and the interdependencies on timeliness and accuracy of performance throughout the chain of servicers and intermediaries, payment rates for Non-Conforming Structured Securities were often announced late. Processing inefficiencies and inaccuracies associated with late payment rate reporting led to increased costs for DTC associated with processing Non-Conforming Structured Securities.

In 2008, in order to recoup its processing costs relating to Non-Conforming Structured Securities, DTC implemented the Exception Processing

Fee in the amount of \$4,200 per CUSIP to an Underwriter at the time of a Non-Conforming Structured Security becoming eligible for DTC services.¹² At the same time, the OA was amended to add a requirement for Underwriters and Paying Agents to submit the Attestation¹³ to identify Non-Conforming Structured Securities as they are made eligible for DTC services.¹⁴ In addition, DTC expanded the distribution of "Report Cards" to Paying Agents relating to the tracking and evaluating of Paying Agent performance with regard to timeliness and accuracy of payment rate reporting on Structured Securities, to make the Report Cards available to the public on DTC's website.¹⁵

The volume of new issuances of Structured Securities coming to market, including those relating to mortgages and other asset types, have significantly declined since 2007 and the beginnings of the financial crisis.¹⁶ The decline has been attributed, at least in part, to structural changes made to the Structured Securities marketplace that have occurred since the financial crisis, including regulatory changes related to credit-related risk controls for the underwriting of Structured Securities and standards by which loans that underlie Structured Securities are originated.¹⁷ At DTC, volumes of Structured Securities processed at DTC ranged from 52,000–55,000 issuances per year from 2004–2008. Since that time, due largely to changes in the marketplace, volumes of Structured Securities issuances have steadily dropped with average volumes since 2009 falling below 10,000 issuances per year. Additionally, the number of Non-Conforming Structured Securities at DTC has fallen as a percentage of overall Structured Securities issuances. Currently 6.4% of the active Structured Securities on DTC's security master file are marked as Non-Conforming Structured Securities, but since the beginning of 2014 less than 1% of newly issued Structured Securities have been

¹² See Securities Exchange Act Release No. 57193 (January 24, 2008), 73 FR 5614 (January 30, 2008).

¹³ *Supra* note 6.

¹⁴ See Securities Exchange Act Release No. 57542 (March 20, 2008), 73 FR 16403 (March 27, 2008).

¹⁵ See *id.*

¹⁶ See An He & Bruce Mizrach, FINRA Office of the Chief Economist, Analysis of Securitized Asset Liquidity (June 2017) at 5, available at https://www.finra.org/sites/default/files/Analysis_of_Securitized_Asset_Liquidity.pdf.

¹⁷ See S&P Global Ratings, Ten Years after the Financial Crisis, Global Securitization Lending Transformed by Regulation and Economic Growth (July 21, 2017) at 1–6, available at <https://www.spratings.com/documents/20184/1393097/SF10Years/b0f1300a-5ed5-407d-8d3b-77dc3b1f20c>.

⁹ *Supra* note 5.

¹⁰ *Supra* note 6.

¹¹ *Supra* note 7.

marked as Non-Conforming Structured Securities.

Proposed Changes to the OA and the Fee Guide

The processing of the Attestation by DTC increased the amount of resources necessary for DTC staff to facilitate Non-Conforming Structured Securities becoming eligible for DTC services. However, the reduction of new issues of Non-Conforming Structured Securities, as described above, has reduced the resources required by DTC, including manual processing of paperwork and data entries in the DTC system by DTC staff, to efficiently process Non-Conforming Structured Securities. In this regard, DTC would be able to balance its costs associated with the processing of Non-Conforming Structured Securities with its service fees applicable to securities processing,¹⁸ without additionally charging an Exception Processing Fee. Therefore, DTC proposes to eliminate the Exception Processing Fee, which would facilitate DTC's ability to balance its costs with its service fees. Also, because DTC proposes to eliminate the Exception Processing Fee, DTC has determined that it is no longer necessary for it to obtain an Attestation from a Paying Agent and Participant by which they notify DTC that an issue comprises Non-Conforming Structured Securities and the Participant agrees to pay the Exception Processing Fee.

Therefore, pursuant to the proposed rule change, DTC would modify (i) the OA to eliminate the requirement that a Paying Agent, and an Underwriter, for Non-Conforming Structured Securities, submit an Attestation relating to the Non-Conforming Structured Securities; and (ii) the Fee Guide to eliminate the Exception Processing Fee.

Since, pursuant to the proposed rule change, DTC would no longer receive Attestations from Paying Agents and Underwriters notifying DTC that Structured Securities are non-conforming, and therefore would not distinguish between Non-Conforming Structured Securities and other Structured Securities for the purposes described above, DTC would amend the OA to eliminate a provision that excludes Non-Conforming Structured Securities from statistics published by DTC regarding the timeliness of submission of rate information for Structured Securities. In this regard, the OA would be amended to remove text providing for the exclusion of Non-Conforming Structured Securities from the Report Card results. DTC believes

the due to the small percentage of Non-Conforming Structured Securities issued in relation to all other Structured Securities issued, that Non-Conforming Structured Securities can be included in the Report Cards without materially impacting results reflected in the Report Cards.

Implementation Timeframe

DTC would implement the proposed changes no earlier than thirty (30) days after the date of filing, or such shorter time as the Commission may designate, and no later than July 10, 2019. DTC would announce the implementation date of the proposed changes by Important Notice, posted to its website.

2. Statutory Basis

Section 17A(b)(3)(F) of the Act¹⁹ requires that the rules of the clearing agency be designed, *inter alia*, to promote the prompt and accurate clearance and settlement of securities transactions. DTC believes that the proposed rule change is consistent with this provision of the Act because by amending (i) the OA to eliminate the requirement for the Attestation and (ii) the Fee Guide to remove the Exception Processing Fee, the proposed rule change would eliminate extra steps necessary for Participants to request eligibility for Non-Conforming Structured Securities that are not otherwise required for other Structured Securities. By eliminating the requirements as described in (i) and (ii) above, the proposed rule change would promote the prompt and accurate clearance and settlement of securities transactions by facilitating the ability of Participants to make Non-Conforming Structured Securities eligible for DTC's book-entry settlement services, without requiring the Participant to take the extra step of submitting an Attestation and incurring the cost associated with the Exception Processing Fee as part of the standard eligibility process for such Securities.

DTC believes the removal of text from the OA that provides for the exclusion of Non-Conforming Structured Securities from the Report Card, as described above, would be consistent with the above cited provision of the Act. While the inclusion of Non-Conforming Structured Securities in the Report Cards would not have a material effect on results reflected in Report Cards, no longer excluding Non-Conforming Structured Securities results would allow Report Cards to provide for a complete overview with respect to timeliness and accuracy of

payment rate reporting for Participants with respect to all Structured Securities processed at DTC. By providing more complete information with respect to payment rate reporting for Structured Securities, the proposed rule change would allow Report Cards to include information that would facilitate (i) Participants' understanding of the timeliness and accuracy of payment rate reporting on Structured Securities and (ii) decisions they may they might make with respect to transactions in Structured Securities. Therefore, by facilitating Participants' understanding of payment rate information in this regard, the proposed rule change would promote the prompt and accurate clearance and settlement of securities transactions consistent with the Act.

Section 17A(b)(3)(D) of the Act²⁰ requires that the rules of the clearing agency provide for the equitable allocation of reasonable dues, fees, and other charges among its participants. As described above, DTC would eliminate the Exception Processing Fee pursuant to the proposed rule change because the reduction of new issues of Non-Conforming Structured Securities has reduced the resources required by DTC to efficiently process Non-Conforming Structured Securities. In this regard, DTC would be able to cover its costs associated with the processing of Non-Conforming Structured Securities with its service fees applicable to securities processing, without additionally charging an Exception Processing Fee. Therefore, DTC believes that the proposed rule change provides for the equitable allocation of reasonable fees among its participants by eliminating a fee that is no longer necessary for DTC to charge to balance its costs associated with the processing of Non-Conforming Structured Securities with its service fees applicable to securities processing.²¹

(B) Clearing Agency's Statement on Burden on Competition

DTC believes that the proposed rule change could impact competition.²² DTC does not believe the proposed rule change would impose any burden on competition, because as discussed above, the volume of new issuances in Non-Conforming Structured Securities is very low compared to Structured Securities generally, and the proposed changes described above would not have a material effect with respect to (a) the obligations and costs of Participants utilizing DTC services, or (b)

¹⁸ 15 U.S.C. 78q-1(b)(3)(D).

²¹ See Fee Guide, *supra* note 7.

²² 15 U.S.C. 78q-1(b)(3)(I).

¹⁸ See Fee Guide, *supra* note 7.

¹⁹ 15 U.S.C. 78q-1(b)(3)(F).

information included on Report Cards. DTC believes the proposed rule change may promote competition, because the reduced cost to Participants to request eligibility for Non-Conforming Structured Securities, due to the proposed elimination of the Exception Processing Fee, may facilitate a Participant's ability to request eligibility for such Securities at DTC.

(C) Clearing Agency's Statement on Comments on the Proposed Rule Change Received From Members, Participants, or Others

DTC has not received or solicited any written comments relating to this proposal. 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

Because the foregoing proposed rule change does not:

- (i) Significantly affect the protection of investors or the public interest;
- (ii) impose any significant burden on competition; and
- (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A) of the Act²³ and Rule 19b-4(f)(6) thereunder.²⁴

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend 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

- 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-DTC-2019-002 on the subject line.

Paper Comments

- Send paper comments in triplicate to Secretary, Securities and Exchange

Commission, 100 F Street NE, Washington, DC 20549.

All submissions should refer to File Number SR-DTC-2019-002. 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 DTC and on DTCC's website (<http://dtcc.com/legal/sec-rule-filings.aspx>). 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 submissions should refer to File Number SR-DTC-2019-002 and should be submitted on or before July 10, 2019.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.²⁵

Eduardo A. Aleman,
Deputy Secretary.

[FR Doc. 2019-12924 Filed 6-18-19; 8:45 am]

BILLING CODE 8011-01-P

SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 33509; File No. 812-14854]

Tortoise Tax-Advantaged Social Infrastructure Fund, Inc. and Tortoise Credit Strategies, LLC

June 13, 2019.

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

ACTION: Notice.

Notice of an application under section 6(c) of the Investment Company Act of 1940 (the "Act") for an exemption from sections 18(a)(2), 18(c) and 18(i) of the Act, under sections 6(c) and 23(c) of the Act for an exemption from rule 23c-3 under the Act, and for an order pursuant to section 17(d) of the Act and rule 17d-1 under the Act.

SUMMARY OF APPLICATION: Applicants request an order to permit certain registered closed-end management investment companies to issue multiple classes of shares and to impose early withdrawal charges and asset-based distribution and shareholder service fees.

APPLICANTS: Tortoise Tax-Advantaged Social Infrastructure Fund, Inc. (the "Initial Fund") and Tortoise Credit Strategies, LLC (the "Adviser").

FILING DATES: The application was filed on December 18, 2017 and amended on June 14, 2018, November 5, 2018 and April 24, 2019.

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 by writing to the Commission's Secretary and serving applicants with a copy of the request, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on July 8, 2019, and should be accompanied by proof of service on the 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 writing to the Commission's Secretary.

ADDRESSES: Secretary, U.S. Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549-1090; Applicants: Jeremy Goff, Tortoise Credit Strategies, LLC, 11550 Ash Street, Suite 300, Leawood, KS 66211.

FOR FURTHER INFORMATION CONTACT: Asen Parachkevov, Senior Counsel, or Andrea Ottomanelli Magovern, Branch Chief, at (202) 551-6821 (Division of Investment Management, Chief Counsel's Office).

SUPPLEMENTARY INFORMATION: The following is a summary of the application. The complete application may be obtained via the Commission's website by searching for the file number, or for an applicant using the Company name box, at <http://>

²³ 15 U.S.C. 78s(b)(3)(A).

²⁴ 17 CFR 240.19b-4(f)(6).

²⁵ 17 CFR 200.30-3(a)(12).