

modified by the order to permit Aggregate Fee Disclosure.

4. FRIMCo will not enter into a Portfolio Management Agreement with any Affiliated Money Manager without that agreement, including the compensation to be paid thereunder, being approved by Fund shareholders.

5. The Board of each Fund will satisfy the fund governance standards as defined in rule 0-1(a)(7) under the Act by the compliance date for the rule ("Compliance Date"). Prior to the Compliance Date, a majority of the Board will be Independent Directors, and the nomination of new or additional Independent Directors will be at the discretion of the then existing Independent Directors.

6. When a Money Manager change is proposed for a Fund with an Affiliated Money Manager, the Board, including a majority of the Independent Directors, will make a separate finding, reflected in the applicable Board minutes, that such change is in the best interests of the Fund and its shareholders and does not involve a conflict of interest from which FRIMCo or the Affiliated Money Manager derives an inappropriate advantage.

7. Independent legal counsel, as defined in rule 0-1(a)(6) under the Act, will be engaged to represent the Independent Directors. The selection of such counsel will be within the discretion of the then existing Independent Directors.

8. FRIMCo will provide the Board, no less frequently than quarterly, with information about the profitability of FRIMCo on a per-Fund basis. The information will reflect the impact on profitability of the hiring or termination of any Money Manager during the applicable quarter.

9. Whenever a Money Manager is hired or terminated, FRIMCo will provide the Board with information showing the expected impact on the profitability of FRIMCo.

10. FRIMCo will provide general investment management services to each Fund, including overall supervisory responsibility for the general management and investment of the Fund's assets, and, subject to review and approval of the Board, will: (i) Set each Fund's overall investment strategies, (ii) evaluate, select and recommend Money Managers to manage all or a part of a Fund's assets, (iii) when appropriate, allocate and reallocate a Fund's assets among multiple Money Managers, (iv) monitor and evaluate the performance of Money Managers, and (v) implement procedures reasonably designed to ensure that the Money Managers comply with each Fund's

investment objective, policies and restrictions.

11. No director or officer of a Fund, or director or officer of FRIMCo, will own directly or indirectly (other than through a pooled investment vehicle that is not controlled by such person) any interest in a Money Manager, except for (a) ownership of interests in FRIMCo or any entity that controls, is controlled by, or is under common control with FRIMCo, or (b) ownership of less than 1% of the outstanding securities of any class of equity or debt of a publicly traded company that is either a Money Manager or an entity that controls, is controlled by or is under common control with a Money Manager.

12. Each Fund will disclose in its registration statement the Aggregate Fee Disclosure.

13. The requested order will expire on the effective date of rule 15a-5 under the Act, if adopted.

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

**Jonathan G. Katz,**  
*Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

[File No. 500-1]

### In the Matter of Cameron International, Inc.; Order of Suspension of Trading

November 7, 2005.

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning a recent tender offer or other possible change in ownership of Cameron International, Inc. ("Cameron"), quoted on the Over the Counter Bulletin Board under the ticker symbol CMRN. Also, questions have arisen regarding a recent increase in the share price from \$.05 to \$.90 during a period when no material information about the company was made public.

The Commission is of the opinion that the public interest and the protection of investors require a suspension of trading in the securities of the above listed company.

Therefore, it is ordered, pursuant to Section 12(k) of the Securities Exchange Act of 1934, that trading in the above-listed company is suspended for the period from 9:30 a.m. e.s.t. November 7, 2005, through 11:59 p.m. e.s.t., on November 21, 2005.

By the Commission.

**Jill M. Peterson,**

*Assistant Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-52724; File No. SR-CHX-2005-26]

### Self-Regulatory Organizations; Chicago Stock Exchange, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Permit Execution of Mixed Lot Cross and Cross With Size Orders in the Electronic Book

November 2, 2005.

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 October 11, 2005, the Chicago Stock Exchange, Incorporated ("CHX" or "Exchange") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I and II below, which Items have been prepared by the Exchange. The Exchange has designated the proposed rule change as constituting a "non-controversial" rule change pursuant to section 19(b)(3)(A)(iii) of the Act,<sup>3</sup> and Rule 19b-4(f)(6) thereunder,<sup>4</sup> which renders the proposal effective upon filing with the Commission.<sup>5</sup> 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 CHX proposes to amend CHX Article XXA, Rule 2, to permit the execution of mixed lot cross and cross with size orders in the electronic book. The text of the proposed rule change is set forth below. Proposed new language is italicized; proposed deletions are in [brackets].

\* \* \* \* \*

#### ARTICLE XXA

##### Operation of the Electronic Book

\* \* \* \* \*

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

<sup>2</sup> 17 CFR 240.19b-4.

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

<sup>4</sup> 17 CFR 240.19b-4(f)(6).

<sup>5</sup> The Exchange has requested that the Commission waive the 30-day operative delay, as specified in Rule 19b-4(f)(6)(iii). 17 CFR 240.19b-4(f)(6)(iii).