

delays in a submission due to technical difficulties, nor is it able to provide any technical assistance for the Web site.

To make a submission using <http://www.regulations.gov>, enter docket number USTR-2008-0045 on the home page and click "go." The site will provide a search-results page listing all documents associated with this docket. Find a reference to this notice by selecting "Notice" under "Document Type" on the left side of the search-results page, and click on the link entitled "Send a Comment or Submission." The <http://www.regulations.gov> Web site offers the option of providing comments by filling in a "General Comments" field or by attaching a document. Given the detailed nature of the information sought by the GSP Subcommittee, it is expected that most comments and submissions will be provided in an attached document. If a document is attached, (1) type the eight-digit HTSUS subheading number; as appropriate; (2) indicate whether the attachment is "Written Comments," "Notice of Intent to Testify," "Pre-hearing brief," "Post-hearing brief," or "Comments on USITC Advice"; and (3) type in "See attached" in the "General Comments" field. Submissions must be in English, with the total submission not to exceed 30 single-spaced standard letter-size pages in 12-point type, including attachments. Any data attachments to the submission should be included in the same file as the submission itself, and not as separate files.

Submissions must include, on the first page (if an attachment) or at the beginning of the submission, the following text (in bold and underlined): (1) 2008 GSP Annual Review; (2) the Case Number; (3) the eight-digit HTSUS subheading number; and (4) as appropriate, "Written Comments," "Notice of Intent to Testify," "Pre-hearing brief," "Post-hearing brief," or "Comments on USITC Advice". The case number and eight-digit HTSUS subheading number (for example, Case 2008-19, 7413.00.10) are found on the "List of CNL Waiver Petitions Accepted in the 2008 GSP Annual Review" on the USTR Web site.

Submissions will be placed in the docket and open to public inspection pursuant to 15 CFR § 2007.6. Submissions may be viewed on the <http://www.regulations.gov> Web site by entering the docket number USTR-2008-0045 in the search field at: <http://www.regulations.gov>.

#### **Business Confidential Submissions**

Persons wishing to submit business confidential information must submit

that information by electronic mail to [FR0807@ustr.eop.gov](mailto:FR0807@ustr.eop.gov). Business confidential submissions will not be accepted at <http://www.regulations.gov>; however, public or non-confidential submissions that accompany business confidential submissions should be submitted at <http://www.regulations.gov>. For any document containing business confidential information submitted as a file attached to an e-mail transmission, the file name of the business confidential version should begin with the characters "BC." The "BC" should be followed by the name of the party (government, company, union, association, etc.) that is making the submission.

Persons wishing to submit business confidential submissions must also follow each of these steps: (1) Provide a written explanation of why the information should be protected in accordance with 15 CFR 2007.7(b), which must be submitted along with the business confidential version of the submission; (2) clearly mark the business confidential submission "BUSINESS CONFIDENTIAL" at the top and bottom of each page of the submission; (3) indicate using brackets what information in the document is confidential; and (4) submit a non-confidential version of the submission, marked "Public" at the top and bottom of each page, that also indicates, using asterisks, where business confidential information was redacted or deleted from the applicable sentences to <http://www.regulations.gov>. Business confidential submissions that are submitted without the required markings or are not accompanied by a properly marked non-confidential version, as set forth above, might not be accepted or may be considered public documents. The non-confidential summary will be placed in the docket and open to public inspection. Public versions of all documents relating to this review will be made available for public viewing at <http://www.regulations.gov> upon completion of processing and no later than approximately two weeks after the relevant due date.

#### **Petitions for Review Regarding Country Practices**

Pursuant to 15 CFR 2007.0(b), the GSP Subcommittee of the TPSC has continued the evaluation of the country practice petitions for Iraq and Sri Lanka that were submitted for inclusion in the 2008 GSP Annual Review (see "List of Petitions Accepted in the 2008 GSP Annual Review" posted on the USTR Web site). This decision was announced in a **Federal Register** notice dated

September 12, 2008, 73 FR 53054, and indicated that the decision on whether to accept the new country practice petitions for Iraq and Sri Lanka for review in the 2008 GSP Annual Review was planned for January 2009. The decision regarding whether to accept these new country practice petitions in December 2008, including a petition submitted in December 2008 requesting a country practices review with respect to the Republic of the Philippines, is now expected to be announced no later than March 15, 2009. A **Federal Register** notice will be published announcing the decision on whether to accept the petitions.

#### **Marideth Sandler,**

*Executive Director, Generalized System of Preferences (GSP) Program, Office of the U.S. Trade Representative.*

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## **SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34-59230; File No. SR-CTA/CQ-2008-05]

### **Consolidated Tape Association; Notice of Filing of the Thirteenth Substantive Amendment to the Second Restatement of the Consolidated Tape Association Plan and Ninth Substantive Amendment to the Restated Consolidated Quotation Plan**

January 12, 2009.

Pursuant to Section 11A of the Securities Exchange Act of 1934 ("Act"),<sup>1</sup> and Rule 608 thereunder,<sup>2</sup> notice is hereby given that on December 15, 2008, the Consolidated Tape Association ("CTA") Plan and Consolidated Quotation ("CQ") Plan participants ("Participants")<sup>3</sup> filed with the Securities and Exchange Commission ("Commission") a proposal to amend the CTA and CQ Plans (collectively, the "Plans").<sup>4</sup> The

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

<sup>2</sup> 17 CFR 242.608.

<sup>3</sup> Each Participant executed the proposed amendment. The Participants are the American Stock Exchange LLC (n/k/a NYSE Alternext US LLC); Boston Stock Exchange, Inc. (n/k/a NASDAQ OMX BX, Inc.); Chicago Board Options Exchange, Incorporated; Chicago Stock Exchange, Inc.; Financial Industry Regulatory Authority, Inc.; International Securities Exchange, LLC; The NASDAQ Stock Market LLC; National Stock Exchange, Inc.; New York Stock Exchange LLC ("NYSE"); NYSE Arca, Inc.; and Philadelphia Stock Exchange, Inc. (n/k/a NASDAQ OMX PHLX, Inc.).

<sup>4</sup> See Securities Exchange Act Release Nos. 10787 (May 10, 1974), 39 FR 17799 (order approving CTA Plan); 15009 (July 28, 1978), 43 FR 34851 (August 7, 1978) (order temporarily approving CQ Plan); and

Continued

proposals represent the thirteenth substantive amendment made to the Second Restatement of the CTA Plan ("Thirteenth Amendment to the CTA Plan") and the ninth substantive amendment to the Restated CQ Plan ("Ninth Amendment to the CQ Plan"), and reflect changes unanimously adopted by the participants. The Thirteenth Amendment to the CTA Plan and the Ninth Amendment to the CQ Plan ("Amendments") would amend the Plans to provide that the Participants will pay the Network A Administrator a fixed annual fee in exchange for its performance of Network A administrator functions under the Plans. The Commission is publishing this notice to solicit comments from interested persons on the proposed Amendments.

### I. Rule 608(a)

#### A. Description and Purpose of the Amendment

*Network Administrator Fees under the Plans.* Section XII ("Financial Matters") of the CTA Plan and Section IX ("Financial Matters") of the CQ Plan each provides that a network's Operating Expenses are to be deducted from the network's Gross Income in determining the amounts that the network's administrator distributes to the Participants. Both Section XII(c)(i) ("Determination of Operating Expenses") of the CTA Plan and Section IX(c)(i) ("Determination of Operating Expenses") of the CQ Plan currently provide that a network's Operating Expenses include all costs and expenses that the network's administrator incurs in "collecting, processing and making available Network A market data."

*Proposed Revision.* The Network A Administrator has informed the Participants that accounting for operating costs is administratively burdensome, especially the allocation of organization overhead costs to the Network A Administrator function. As a result, the Network A Participants have determined that paying the Network A Administrator a fixed fee in exchange for its Network A administrative services would be more efficient.

Therefore, the Participants propose to replace their payment to the Network A Administrator of Operating Costs with payment to the Network A Administrator of a fixed fee. (The Participants understand that Nasdaq similarly receives a fixed fee for its performance of administrative functions under the "Joint Self-Regulatory Organization Plan Governing the Collection, Consolidation and Dissemination of Quotation and Transaction Information for Nasdaq-Listed Securities Traded on Exchanges on Unlisted Trading Privileges Basis.")

For calendar year 2008, the Network A Participants propose to set the fixed fee at \$6,000,000. This amount will compensate the Network A Administrator for its Network A administrative services during 2008 under both the CTA and CQ Plans.

*Determination of Operating Expenses.* In the case of NYSE as the CTA and CQ Network A Administrator, the Participants deem "Operating Expenses" for any calendar year to equal: (1) The "Annual Fixed Payment" for that year; plus (2) "Extraordinary Expenses."

*Annual Increases.* For each subsequent calendar year the Annual Fixed Payment shall increase (but not decrease) by the percentage increase (if any) in the annual cost-of-living adjustment ("COLA") that the U.S. Social Security Administration applies to the Supplemental Security Income for the calendar year preceding that subsequent year, subject to a maximum annual increase of five percent. For example, if the Social Security Administration's COLA is three percent for calendar year 2008, then the Annual Fixed Payment for calendar year 2009 would increase by three percent to \$6,180,000.

*Biannual Review.* Every two years the Network A Administrator will provide a report highlighting any significant changes to the CTA Network A and CQ Network A administrative expenses during the preceding two years, and the Participants will review the Annual Fixed Payment and determine by majority vote whether to continue it at its then current level.

*Payment of the Fee.* On a quarterly basis, NYSE shall deduct one-quarter of each calendar year's Annual Fixed Payment from the aggregate of CTA Network A Gross Income and CQ Network A Gross Income under the CQ Plan, before determining that quarter's distributable Net Income under the Plans. If a Participant's share of Net Income for CTA Network A and CQ Network A for any calendar year is less than its pro rata share of the Annual

Fixed Payment for that calendar year, the Participant shall be responsible for the difference.

*Extraordinary Expenses.* Extraordinary Expenses include that portion of legal and audit expenses and marketing and consulting fees that are outside of the ordinary and customary functions that a network administrator performs. For instance, Extraordinary Expenses would include such things as legal fees related to prosecution of a legal proceeding against a vendor that fails to pay applicable charges and fees relating to a marketing campaign that Participants determine to undertake to popularize stock trading.<sup>5</sup>

The text of the proposed Amendments is available on the CTA's Web site (<http://www.nysedata.com/cta>), at the principal office of the CTA, and at the Commission's Public Reference Room.

#### B. Additional Information Required by Rule 608(a)

1. Governing or Constituent Documents Not applicable.

2. Implementation of the Amendment

Upon Commission approval of the Amendment, the Participants intend to implement the fixed fee immediately in order to make it applicable for the 2008 calendar year. That is, for all of 2008, the Network A Participants would pay the Network A Administrator the fixed fee rather than operating costs.

3. Development and Implementation Phases

See Item I(B)(2) above.

4. Analysis of Impact on Competition

The Amendments will impose no burden on competition.

5. Written Understanding or Agreements Relating to Interpretation of, or Participation in, Plan

The Participants have no written understandings or agreements relating to interpretation of the Plans as a result of the Amendments.

6. Approval by Sponsors in Accordance With Plan

Under Section IV(b) of the CTA Plan and Section IV(c) of the CQ Plan, each Plan Participant must execute a written amendment to the CTA Plan before the

<sup>5</sup> The Commission notes that the Transmittal Letter accompanying the proposed Amendments included language not voted on by the Participants and thus not included in the proposed Amendments: "Network A Administrator will not incur any extraordinary expense on behalf of the Network A Participants unless the Network A Participants determine by majority vote to approve the incurrence of that extraordinary expense." This language is not part of the proposed Amendments.

16518 (January 22, 1980), 45 FR 6521 (order permanently approving CQ Plan). The most recent restatement of both Plans was in 1995. The CTA Plan, pursuant to which markets collect and disseminate last sale price information for non-NASDAQ listed securities, is a "transaction reporting plan" under Rule 601 under the Act, 17 CFR 242.601, and a "national market system plan" under Rule 608 under the Act, 17 CFR 242.608. The CQ Plan, pursuant to which markets collect and disseminate bid/ask quotation information for listed securities, is also a "national market system plan" under Rule 608 under the Act, 17 CFR 242.608.

amendment can become effective. The Amendments are so executed.

7. Description of Operation of Facility Contemplated by the Proposed Amendment

- a. *Terms and Conditions of Access*: Not applicable.
- b. *Method of Determination and Imposition, and Amount of, Fees and Charges*: Not applicable.
- c. *Method of Frequency of Processor Evaluation*: Not applicable.
- d. *Dispute Resolution*: Not applicable.

**II. Rule 601(a)**

*A. Equity Securities for Which Transaction Reports Shall be Required by the Plan.*

Not applicable.

*B. Reporting Requirements*

Not applicable.

*C. Manner of Collecting, Processing, Sequencing, Making Available and Disseminating Last Sale Information*

Not applicable.

*D. Manner of Consolidation*

Not applicable.

*E. Standards and Methods Ensuring Promptness, Accuracy and Completeness of Transaction Reports*

Not applicable.

*F. Rules and Procedures Addressed to Fraudulent or Manipulative Dissemination*

Not applicable.

*G. Terms of Access to Transaction Reports*

Not applicable.

*H. Identification of Marketplace Execution*

Not applicable.

**III. Solicitation of Comments**

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed Thirteenth Substantive Amendment to the CTA Plan and the Ninth Amendment to the CQ Plan are 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 e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-CTA-2008-05 on the subject line.

*Paper Comments*

- Send paper comments in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-1090.

All submissions should refer to File Number SR-CTA-2008-05. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the Plan amendment that are filed with the Commission, and all written communications relating to the Plan amendment change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Room on official business days between the hours of 10 a.m. and 3 p.m. Copies of the Amendments also will be available for inspection and copying at the principal office of the CTA. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-CTA-2008-05 and should be submitted on or before February 11, 2009.

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

**Florence E. Harmon,**

*Deputy Secretary.*

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**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34-59238; File No. SR-NSCC-2006-17]

**Self-Regulatory Organizations; National Securities Clearing Corporation; Order Approving Proposed Rule Change To Reorganize Membership Rules and Procedures**

January 13, 2009.

**I. Introduction**

On December 13, 2006, the National Securities Clearing Corporation ("NSCC") filed with the Securities and Exchange Commission ("Commission") and on January 31, 2008, amended proposed rule change SR-NSCC-2006-17 pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act").<sup>1</sup> Notice of the proposal was published in the **Federal Register** on July 10, 2008.<sup>2</sup> On August 4, 2008, NSCC again amended the proposed rule change.<sup>3</sup> The Commission received no comment letters. For the reasons discussed below, the Commission is approving the proposed rule change, as amended.

**II. Description**

NSCC is reorganizing its Rules and Procedures ("Rules") related to membership standards and membership requirements to conform them to its current practices and to harmonize them with similar rules of NSCC's affiliate, the Fixed Income Clearing Corporation ("FICC").<sup>4</sup>

Over the years, NSCC has created a variety of membership classes, each with different initial and continuing membership requirements. These requirements are currently scattered throughout NSCC's Rules. With the objective of promoting greater transparency, NSCC is reorganizing and restructuring its Rules related to member types, the membership application process, and the ongoing requirements of NSCC members in a form that it believes will make them more readily located and understood by applicants and members alike.

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

<sup>2</sup> Securities Exchange Act Release No. 58100 (July 3, 2008), 73 FR 39759.

<sup>3</sup> The August 4, 2008, amendment was technical in nature and did not require the proposed rule change to be noticed, again.

<sup>4</sup> Both NSCC and FICC's Government Securities Division ("GSD") share a number of common members, and both act as central counterparties with respect to certain transactions submitted by members. Harmonization of NSCC and FICC Rules is an ongoing process, and additional NSCC and FICC "harmonizing" rule filings will follow.

<sup>6</sup> 17 CFR 200.30-3(a)(27).