Comptroller of the Currency, the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation, or the Office of Thrift Supervision, and to amend their registrations if the information becomes inaccurate, misleading, or incomplete.

Paragraph 1 of Rule 17Ac–2, requires transfer agents to file a Form TA–1 application for registration with the Commission where the Commission is their appropriate regulatory agency. Transfer agents must also file an amended Form TA–1 application for registration if the existing Form TA–1 becomes inaccurate, misleading, or incomplete. The Form TA–1s must be filed with the Commission electronically, absent an exemption, on EDGAR pursuant to Regulation S–T (17 CFR 232).

The Commission receives on an annual basis approximately 100 applications for registration on Form TA–1 from transfer agents required to register with the Commission. Included in this figure are amendments to Form TA–1 as required by Paragraph (c) of Rule 17Ac2–1 to address information that has become inaccurate, misleading, or incomplete. Based on past submissions, the staff estimates that the average number of hours necessary to comply with the requirements of Rule 17Ac–1 and Form TA–1 is one and one-half hours with a total burden of 150 hours per year.

Comments are invited on: (a) Whether the proposed collection of information is necessary for the proper performance of the functions of the Commission, including whether the information shall have practical utility; (b) the accuracy of the Commission's estimates of the burden of the proposed collection of information; (c) ways to enhance the quality, utility, and clarity of the information to be collected; and (d) ways to minimize the burden of the collection of information on respondents, including the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted within 60 days of this publication.

Comments should be directed to Lewis A. Walker, Acting 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*.

Dated: December 8, 2008.

Florence E. Harmon,

Acting Secretary.

[FR Doc. E8–29508 Filed 12–12–08; 8:45 am]

BILLING CODE 8011–01–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 24b–1, OMB Control No. 3235–0194, SEC File No. 270–205.

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 approval of extension of the existing collection of information provided for in the following rule: Rule 24b–1 (17 CFR 240.24b–1).

Rule 24b–1 under the Securities Exchange Act of 1934 (15 U.S.C. 78a *et seq.*) requires a national securities exchange to keep and make available for public inspection a copy of its registration statement and exhibits filed with the Commission, along with any amendments thereto.

There are eleven national securities exchanges that spend approximately one half hour each complying with this rule, for an aggregate total compliance burden of five and one half hours per year. The staff estimates that the average cost per respondent is $65.18 per year, calculated as the costs of copying ($13.97) plus storage ($51.21), resulting in a total cost of compliance for the respondents of $716.98.

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: *nfraser@omb.eop.gov*; and (ii) Lewis W. Walker, Acting 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.

Dated: December 8, 2008.

Florence E. Harmon,

Acting Secretary.

[FR Doc. E8–29509 Filed 12–12–08; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 28528; 813–332]

TWB Investment Partnership, L.P., et al.; Notice of Application

Date: December 9, 2008.

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'') exempting applicants 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 investment vehicles formed for the benefit of partners and key eligible current and former employees of Perkins Coie LLP (''Perkins'') and certain of its affiliates from certain provisions of the Act. Each such entity will be an ''employees' securities company'' within the meaning of section 2(a)(13) of the Act.

APPLICANTS: TWB Investment Partnership, L.P. and TWB Investment Partnership II, L.P. (collectively, the ''Investment Funds''), and Perkins.

FILING DATES: The application was filed on April 3, 2001, and amended on February 6, 2004 and November 26, 2008.

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 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 January 5, 2009 and should be accompanied by proof of service on applicants, 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, c/o Martin E. Lybecker, Esq., Wilmer Cutler Pickering Hale and Dorr LLP, 1875 Pennsylvania Avenue, NW., Washington, DC 20006.

FOR FURTHER INFORMATION CONTACT: Courtney S. Thornton, Senior Counsel, at 202–551–6812, or Mary Kay Frech, 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 20549–1520 (tel. 202–551–5850).

Applicants' Representations:

1. Perkins is a law firm organized as a Washington limited liability partnership that is owned exclusively by individuals or professional service corporations engaged in the practice of law. These individuals and the shareholders of the professional service corporations are referred to as ''Partners''.

2. The Investment Funds are Delaware limited partnerships. Subsequent pooled investment vehicles identical in all material respects to the Investment Funds (other than investment objectives and strategies) that may be offered in the future to the same classes of investors as those investing in the Investment Funds (the ''Subsequent Funds'') (collectively with the Investment Funds, the ''Funds''), if any, will also be structured as limited partnerships, although a Subsequent Fund could be structured as a domestic partnership, limited liability company, corporation, trust, or other entity. The Investment Funds have been, and each Subsequent Fund will be, established to enable the Eligible Investors (as defined below) to participate in certain investment opportunities that come to the attention of Perkins. Perkins expects to form new pools several times a year, with each pool represented by a separate series of interests in the Funds (''Series'') offered at a specific time or over a specified period of time (the ''Investment Period''). Each Series will be an ''employees' securities company'' within the meaning of section 2(a)(13) of the Act. Participation as investors in a Fund will allow Eligible Investors to diversify their investments and to have the opportunity to participate in investments that might not otherwise be available to them or that might be beyond their individual means.

3. The Funds will operate as non-diversified, closed-end management investment companies. Perkins or a wholly-owned subsidiary of Perkins will serve as the general partner (''General Partner'') of each Fund. The General Partner will appoint one or more investment committees for each Fund (each, an ''Investment Committee''). Each member of the Investment Committees will be a current or former Partner and may be, but is not required to be, an investor in the Fund (a ''Fund Investor''). The General Partner and the Investment Committees will be registered as investment advisers if required under the Investment Advisers Act of 1940.

4. Interests in the Series (''Interests'') will be offered without registration in reliance on section 4(2) of the Securities Act of 1933 (the ''Securities Act'') or Regulation D thereunder. Interests will be offered only to Eligible Investors who at the time of the offer consist of ''Eligible Employees,'' ''Qualified Investment Vehicles,'' ''Immediate Family Members'' (each as defined below), and Perkins. Prior to offering a subscription agreement to an individual, the General Partner must reasonably believe that the individual is a sophisticated investor capable of understanding and evaluating the risks of participating in the Fund without the benefit of regulatory safeguards.

5. An ''Eligible Employee'' is a person who is, at the time of investment, a current or former Partner or an employee of Perkins who (a) meets the standards of an ''accredited investor'' set forth in Rule 501(a)(5) or Rule 501(a)(6) of Regulation D under the Securities Act (''Category 1 investor''), or (b) is one of 35 or fewer Partners or employees of Perkins who meets the following salary and other requirements (''Category 2 investor'').[1] Each Category 2 investor will be a Partner or employee of Perkins who meets the sophistication requirements set forth in Rule 506(b)(2)(ii) of Regulation D under the Securities Act and who (a) has a graduate degree, has a minimum of 3 years of business and/or professional experience, has had compensation of at least $150,000 in the preceding 12 month period, and has a reasonable expectation of compensation of at least $150,000 in each of the two immediately succeeding 12 month periods, or (b) is a ''knowledgeable employee,'' as defined in rule 3c–5 under the Act, of the Fund (with the Fund treated as though it were a ''Covered Company'' for purposes of the rule). In addition, a Category 2 investor qualifying under (a) above will not be permitted to invest in any calendar or fiscal year (as determined by Perkins) more than 10% of his or her income from all sources for the immediately preceding calendar or fiscal year in one or more Funds.[2] If a Category 1 investor ceases to be accredited, the investor will retain the investments made while the investor was accredited, but will not be able to participate in current investments unless the investor meets the requirements for a Category 2 investor and the General Partner, in its discretion, allows the investor to participate as a Category 2 investor.

6. A ''Qualified Investment Vehicle'' is a trust or other entity the sole beneficiaries of which are Eligible Employees or their ''Immediate Family Members'' (defined as any parent, child, spouse of a child, spouse, brother or sister and includes any step or adoptive relationship) or the settlors and trustees of which consist of Eligible Employees or Eligible Employees together with Immediate Family Members. A Qualified Investment Vehicle must be either (a) an accredited investor as defined in Rule 501(a) of Regulation D or (b) an entity for which an Eligible Employee is a settler and principal investment decision-maker and which is counted toward the 35 non-accredited Fund Investors in a Fund. An Immediate Family Member who purchases Interests must be an accredited investor as defined in Rule 501(a)(5) or Rule 501(a)(6) of Regulation D.

7. Each Eligible Investor participating in a Fund will receive a private offering memorandum and the Fund's partnership agreement and any other organizational documents (''Offering Documents'') prior to his or her investment in the Fund. Each Fund will send its Fund Investors annual reports containing audited financial statements with respect to those Series in which the Fund Investor has Interests, as soon as practicable after the end of each fiscal

[1] Any former Partner of Perkins will maintain a sufficiently close nexus with Perkins so as to preserve the community of interest between such Eligible Employee and Perkins.

[2] Participation in the Funds is mandatory for all Partners who are required to contribute capital to Perkins (as determined by Perkins based on the amount of each individual's income) (''Capital Partners'') and who are accredited investors, but only with respect to small investments (usually less than $500 total per investment) in stock generally referred to as ''founder's stock'' and with respect to 20% of the first $50,000 invested in each other investment the Investment Committees decide a Fund should make. Participation in the Funds is voluntary for Eligible Investors who are not Capital Partners.

year, unless the value of the assets of the particular Series at the end of the fiscal year is $3 million or less, in which case the financial statements may be unaudited. In addition, as soon as practicable after the end of each tax year, each Fund will transmit a report to each Fund Investor setting out information with respect to that Fund Investor's distributive share of income, gains, losses, credits, and other items for federal and state income tax purposes.

8. Fund Investors will be permitted to transfer their Interests only upon their bankruptcy or death. If a Fund Investor becomes bankrupt, the receiver or trustee will have the right to settle or manage the bankrupt estate. The death of a Fund Investor will be deemed a withdrawal of the deceased Fund Investor unless the deceased Fund Investor's estate is permitted to continue as a Fund Investor by mutual agreement of the General Partner and the personal representative of the deceased Fund Investor. If the estate does not continue as a Fund Investor, it will be treated as a withdrawn Fund Investor.

9. Generally, a withdrawn Fund Investor will retain his or her Interests in investments made by the Fund before the Fund Investor's withdrawal until the investments are liquidated or written-off, except that unvested investments are treated differently, as described below. The Interests will not include any repurchase rights, and the Funds will not repurchase Interests from Fund Investors unless the shares are unvested or the parties otherwise agree. A Capital Partner who ceases to be a Partner will be required to withdraw from the Fund as to the mandatory portion of future Interests, unless the General Partner and Capital Partner otherwise agree, and will not be eligible to participate in the mandatory portion of any investments the Fund makes after the date of the Capital Partner's withdrawal.[3] With the General Partner's consent, only a retired Partner may continue to participate in discretionary investments. Other Fund Investors will not be permitted to continue to participate in discretionary investments after withdrawal from the Fund. If a Partner leaves employment with Perkins other than due to retirement, he or she will be unable to participate in discretionary investments, the Fund will release the Partner from any capital commitment that the Fund had not yet spent, and the Fund will return any capital inadvertently collected from the Partner in excess of the cost of the Fund's investments.

10. Perkins reserves the right to impose vesting provisions on a Fund Investor's investments in a Fund. If a Fund Investor leaves employment with or retires or resigns from Perkins during the Investment Period, unvested investments will be allocated to other Fund Investors, and to the extent that the Fund Investor has paid for the investment, the Fund Investor will be repaid his or her actual cost, unless the investment has already been written off. If a Fund Investor retires from Perkins during the Investment Period but continues as senior counsel to Perkins, investments that are subject to a vesting schedule may continue to vest during the Investment Period.

11. The Funds may reimburse Perkins for reasonable out-of-pocket expenses specifically attributable to the organization and operation of the Funds or any Series of the Funds. There will be no allocation of any of Perkins' operating expenses to the Funds. No separate management fee will be charged to a Fund by the General Partner, and no compensation will be paid by a Fund or by Fund Investors to the General Partner for its services.

12. The Funds may borrow from Perkins, a Partner, or a bank or other financial institution, provided that a Fund 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 Fund (other than short-term paper). Any borrowings by a Fund will be non-recourse to Fund Investors. If Perkins or a Partner makes a loan to the Funds, the interest rate on the loan will be no less favorable to the Funds than the rate that could be obtained on an arm's length basis.

13. No Fund will acquire any security issued by a registered investment company if immediately after the acquisition the Fund would 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 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) 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 the Funds 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.

3. Section 17(a) of the Act 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) and the rules and regulations thereunder to permit a Fund to: (a) Purchase or otherwise acquire, from Perkins or an affiliated person thereof, securities or interests in properties previously acquired for the account of Perkins, another Fund, or an affiliated person thereof, (b) sell or otherwise transfer, to Perkins or an affiliated person thereof, securities or interests in properties previously acquired by the Funds, (c) invest in companies, partnerships or other investment vehicles offered, sponsored, or managed by Perkins or an affiliated person thereof, (d) invest in securities of issuers for which Perkins or an affiliated person thereof has performed services and from which they may have received fees, (e) purchase or otherwise acquire interests in a company or other investment vehicle (i) in which Perkins or its Partners or employees own 5% or more of the voting securities, or (ii) that otherwise is an affiliated person of the Fund (or an affiliated person of such affiliated person) or an affiliated person of Perkins, and (f) participate as a

[3] *See supra* note 2.

selling security-holder in a public offering in which Perkins or any affiliated person thereof acts as or represents a member of the selling group.

4. Applicants state that the exemptions sought from section 17(a) are consistent with the purposes of the Act and the protection of investors. Fund Investors will be informed in the Offering Documents and the Fund's communications relating to a particular investment opportunity of the extent of the Fund's dealings with Perkins or any affiliated person thereof, and Eligible Investors, as financially sophisticated professionals and investors, will be able to evaluate the risks associated with those dealings. Applicants assert that the community of interest among Fund Investors and Perkins will serve to reduce the risk of abuse in transactions involving a Fund and Perkins or an affiliated person of Perkins.

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 an affiliated person, acting as principal, from participating in any joint arrangement with the investment company unless authorized by the Commission. Applicants request relief to permit affiliated persons of a Fund, or affiliated persons of an affiliated person, to participate in joint transactions with the Fund. Joint transactions in which a Fund could participate include the following: (a) An investment by one or more Funds in a security: (i) In which Perkins, an affiliated person thereof (including Partners of Perkins), or another Fund, who agree to be bound by the terms of the conditions for the application, is a participant or plans to become a participant, or (ii) with respect to which Perkins or any affiliated person thereof is entitled to receive fees of any kind, including, but not limited to legal fees, placement fees, investment banking fees or brokerage commissions, or other economic benefits or interests; (b) an investment by one or more Funds in an investment vehicle sponsored, offered, or managed by Perkins or any affiliated person thereof; and (c) an investment by one or more Funds in a security in which an affiliated person of the Fund or Perkins, or an affiliated person of such a person, is a participant or plans to become a participant, including situations in which that person has a partnership or other interest in, or compensation arrangement with, the issuer, sponsor, or offeror of the security.

6. Applicants state that compliance with section 17(d) would cause the Funds to forego investment opportunities simply because a Fund Investor, Perkins, or other affiliated persons of the Fund also had made or contemplated making a similar investment. In addition, because attractive investment opportunities of the types considered by the Funds often require that each participant make available funds in an amount that may be substantially greater than that available to the investor alone, there may be certain attractive opportunities of which a Fund may be unable to take advantage except as a co-participant with other persons, including affiliates. Applicants note that, in light of Perkins' purpose of establishing the Funds so as to reward Eligible Investors and to attract highly qualified personnel to Perkins, the possibility is minimal that an affiliated person will enter into a transaction with a Fund with the intent of disadvantaging the Fund. Applicants assert that the flexibility to structure co-investments and joint investments in the manner described above will not involve abuses of the type section 17(d) and rule 17d–1 were designed to prevent.

7. Section 17(f) of the Act requires investment companies to place their securities in the custody of certain custodians. Rule 17f–2 under the Act requires investment companies that maintain custody of their own securities to deposit the securities with a bank or other entity supervised by federal or state authorities. Applicants request an exemption from section 17(f) and rule 17f–2 to permit the following exceptions from the requirements of rule 17f–2: (a) Compliance with paragraph (b) of the rule may be achieved through safekeeping in the locked files of Perkins or of a Partner; (b) for purposes of paragraph (d) of the rule, (i) employees of Perkins will be deemed employees of the Funds, (ii) officers and the General Partner of a Fund will be deemed to be officers of the Fund, and (iii) the General Partner of a Fund will be deemed to be the board of directors of the Fund; and (c) instead of the verification procedure under paragraph (f) of the rule, verification will be effected quarterly by two employees of Perkins. Applicants assert that the securities held by the Funds are most suitably kept in Perkins' files, where they can be referred to as necessary.

8. Section 17(g) of the Act requires that certain officers or employees of an investment company who have access to the company's securities or funds be bonded by a fidelity insurance company against larceny and embezzlement in the amounts prescribed in rule 17g–1. Rule 17g–1 requires that a majority of directors who are not interested persons (''disinterested directors'') take certain actions and give certain approvals relating to fidelity bonding. Paragraph (g) of rule 17g–1 sets forth certain materials relating to the fidelity bond that must be filed with the Commission and certain notices relating to the fidelity bond that must be given to each member of the investment company's board of directors. Paragraph (h) of rule 17g–1 provides that an investment company must designate one of its officers to make the filings and give the notices required by paragraph (g). Paragraph (j) of rule 17g–1 exempts a joint insured bond provided and maintained by an investment company and one or more other parties from section 17(d) of the Act and the rules under the Act. Rule 17g–1(j)(3) requires that the board of directors of an investment company satisfy the fund governance standards defined in rule 0–1(a)(7).

9. Applicants request an exemption from section 17(g) and rule 17g–1 to the extent necessary to permit the General Partner of each Fund to take the action and make the approvals set forth in the rule, regardless of whether it is deemed to be an interested person of the Funds. Because the General Partner would be considered an interested person of the Funds, the Funds would not be able to comply with rule 17g–1 without the requested relief. Applicants also request an exemption from the requirements of paragraphs (g) and (h) of rule 17g–1 relating to the filing of copies of fidelity bonds and related information with the Commission and the provision of notices to the board of directors. Applicants believe that the filing requirements are burdensome and unnecessary as applied to the Funds and that the notices otherwise required to be given to the board of directors would be unnecessary, as the Funds will not have boards of directors. Applicants also request an exemption from the requirements of paragraph (j)(3) of rule 17g–1 that the Funds comply with the fund governance standards defined in rule 0–1(a)(7). Each Fund will comply with all other requirements of rule 17g–1.

10. Section 17(j) of the Act and rule 17j–1 thereunder 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 every registered investment company to adopt a written code of ethics and every access person of a registered investment company to report personal securities transactions.

Applicants request an exemption from the requirements of rule 17j–1, with the exception of the anti-fraud provisions of paragraph (b), because they would be time-consuming and expensive and would serve little purpose in light of the community of interests among the Fund Investors by virtue of their common association with Perkins. Applicants assert that the requested exemption is consistent with the purposes of the Act because the dangers against which section 17(j) and rule 17j–1 are intended to guard are not present in the case of the Funds.

11. Applicants request exemption from the requirements contained in sections 30(a), 30(b), 30(e), and the rules and regulations thereunder, that registered investment companies file with the Commission and mail to their shareholders certain periodic reports and financial statements. Applicants state that the forms prescribed by the Commission for periodic reports have little relevance to the Funds and would entail administrative and legal costs that outweigh any benefit to the Fund Investors. Exemptive relief is requested to the extent necessary to permit each Fund to report annually to its Fund Investors in the manner prescribed for each Fund by its limited partnership agreement. Applicants also request an exemption from section 30(h) to the extent necessary to exempt the General Partner and any other persons who may be deemed to be members of an advisory board of a Fund from filing Forms 3, 4, and 5 under section 16 of the Securities Exchange Act of 1934 (''Exchange Act'') with respect to their ownership of Interests in the Funds. Applicants assert that, because there is no trading market for Interests and transfers of Interests are severely restricted, these filings are unnecessary for the protection of investors and would be burdensome to those who would be required to file them.

12. Rule 38a–1 requires investment companies to adopt, implement, and periodically review written policies and procedures reasonably designed to prevent violation of the federal securities laws and to appoint a chief compliance officer. Each Fund will comply with rule 38a–1(a), (c), and (d), except that (a) since the Fund does not have a board of directors, the management committee of the General Partner will fulfill the responsibilities assigned to the Fund's board of directors under the rule, and (b) since the management committee 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.

Applicants' Conditions:

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

1. Each proposed transaction to which a Fund is a party otherwise prohibited by section 17(a) or section 17(d) and rule 17d–1 (each a ''Section 17 Transaction'') 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 Fund Investors of the participating Fund and do not involve overreaching of the Fund or its Fund Investors on the part of any person concerned; and (b) the Section 17 Transaction is consistent with the interests of the Fund Investors of the participating Fund, the Fund's organizational documents, and the Fund's reports to its Fund Investors.

In addition, the General Partner will record and preserve a description of such Section 17 Transaction, its findings, the information or materials upon which its findings are based, and the basis therefore. All such records will be maintained for the life of a Fund and at least six years thereafter, and will be subject to examination by the Commission and its staff. All such records will be maintained in an easily accessible place for at least the first two years.

2. If purchases or sales are made by a Fund from or to an entity affiliated with the Fund by reason of a Partner or employee of Perkins (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 Fund's determination of whether or not to effect the purchase or sale.

3. 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 the Funds, or any affiliated person of such a person, promoter, or principal underwriter.

4. The General Partner will not make on behalf of a Fund any investment in which a Co-Investor, as defined below, has 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 the Fund and the Co-Investor are participants, unless any such Co-Investor, prior to disposing of all or part of its investment: (a) gives the participating Fund holding each investment 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 Fund 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'' means any person who is: (a) an affiliated person of the Fund (as defined in section 2(a)(3) of the Act); (b) Perkins and any Perkins entities; (c) a Partner or employee of Perkins or any affiliate of Perkins, as defined in rule 12b–2 under the Exchange Act (a ''Perkins entity''); (d) an investment vehicle offered, sponsored, or managed by Perkins or a Perkins entity; or (e) a company in which a Perkins entity acts as an officer, director, or general partner, or has a similar capacity to control the sale or disposition of the company'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 the 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 the Co-Investor or a trust established for any such Immediate Family Member; (c) when the investment is comprised of securities that are listed on a national securities exchange registered under section 6 of the Exchange Act; or (d) when the investment is comprised of securities that are NMS securities pursuant to section 11A(a)(2) of the Exchange Act and rule 600(a) of Regulation NMS thereunder.

5. Each Fund will send to each person who was a Fund Investor in such Fund at any time during the fiscal year then ended financial statements audited by independent public accountants with respect to those Series in which the Fund Investor held Interests, unless the value of the assets of the particular Series at the end of the fiscal year is $3 million or less, in which case the financial statements as to such Series may be unaudited. At the end of each fiscal year, the General Partner will make a valuation or have a valuation made of all the assets of the Fund as of the fiscal year end in a manner consistent with customary practice with respect to the valuation of assets of the kind held by the Fund. In addition, as soon as practicable after the end of each fiscal year of each Fund, the General

Partner will send a report to each person who was a Fund Investor at any time during the fiscal year then ended, setting forth such tax information as shall be necessary for the preparation by the Fund Investor of his federal and state income tax returns and a report of the investment activities of the Fund during such year.

6. Each Fund will maintain and preserve, for the life of each such Fund and at least six years thereafter, such accounts, books, and other documents as constitute the record forming the basis for the financial statements and annual reports of such Fund to be provided to its Fund Investors, and agree that all such records will be subject to examination by the Commission and its staff. All such records will be maintained in an easily accessible place for at least the first two years.

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

Florence E. Harmon,

Acting Secretary.

[FR Doc. E8–29560 Filed 12–12–08; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

Sunshine Act Meeting

Notice is hereby given, pursuant to the provisions of the Government in the Sunshine Act, Public Law 94–409, that the Securities and Exchange Commission will hold an Open Meeting on Wednesday, December 17, 2008 at 10 a.m., in the Auditorium, Room L–002.

The subject matter of the Open Meeting will be:

Item 1: The Commission will consider whether to approve the 2009 budget of the Public Company Accounting Oversight Board and will consider the related annual accounting support fee for the Board under Section 109 of the Sarbanes-Oxley Act of 2002.

Item 2: The Commission will consider whether to adopt amendments to provide for companies' financial statement information to be filed with the Commission in interactive data format, according to a specified phase-in schedule.

Item 3: The Commission will consider whether to adopt amendments to provide for mutual fund risk/return summary information to be filed with the Commission in interactive data format. The Commission will also consider whether to adopt amendments to permit investment companies to submit portfolio holdings information under the Commission's interactive data voluntary program without being required to submit other financial information.

Item 4: The Commission will consider whether to adopt amendments that would define terms related to annuity contracts under the Securities Act of 1933, and whether to adopt amendments related to periodic reporting requirements under the Securities Exchange Act of 1934.

At times, changes in Commission priorities require alterations in the scheduling of meeting items.

For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact: The Office of the Secretary at (202) 551–5400.

Dated: December 10, 2008.

Florence E. Harmon,

Acting Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–59060; File No. SR–CBOE–2008–115]

Self-Regulatory Organizations; Chicago Board Options Exchange, Incorporated; Notice of Filing of a Proposed Rule Change Related to FLEX Options Expirations

December 5, 2008.

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 November 19, 2008, 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 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 its rules regarding permissible expiration dates for Flexible Exchange Options (''FLEX Options'').[3] The text of the proposed rule change is available on the Exchange's Web site (*http://www.cboe.org/Legal*), CBOE, and at the Commission.

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. The Exchange has 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

The purpose of the filing is to modify the permissible expiration dates for FLEX Options. These options are governed by Exchange Chapters XXIVA and XXIVB. Under current CBOE Rules 24A.4 and 24B.4, FLEX Options may not expire on any business day that falls on, or within two business days of, a third Friday-of-the-month expiration day for any Non-FLEX Option (an ''Expiration Friday'').[4] However, subject to certain aggregation requirements for cash settled options, the current FLEX Rules do permit the expiration of FLEX Options on the same day that Non-FLEX

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

[2] 17 CFR 240.19b–4.

[3] FLEX Options provide investors with the ability to customize basic option features including size, expiration date, exercise style, and certain exercise prices. FLEX Options can be FLEX Index Options or FLEX Equity Options. FLEX Index Options are index options that are subject to the FLEX rules in Chapters XXIVA or XXIVB of the CBOE Rules. FLEX Index Options Series may be approved and open for trading on any index that has been approved for Non-FLEX Options trading or for warrant trading on the Exchange. FLEX Equity Options are options on specified equity securities that are subject to the FLEX rules in Chapters XXIVA or XXIVB of the CBOE Rules. FLEX Equity Options may be on underlying securities that have been approved by the Exchange in accordance with CBOE Rule 5.3, which includes but is not limited to stock options and exchange-traded fund options. In addition, other products are permitted to be traded pursuant to the FLEX trading procedures. For example, credit options are eligible for trading as FLEX Options pursuant to the FLEX rules in Chapters XXIVA and XXIVB. *See* CBOE Rules 24A.1(e) and (f), 24A.4(b)(1) and (c)(1), 24B.1(f) and (g), 24B.4(b)(1) and (c)(1), and 28.19.

[4] For example, under the current rule, a FLEX option could expire on the Tuesday before Expiration Friday, but could not expire on the Wednesday or Thursday before Expiration Friday. Similarly, a FLEX option could expire on the Wednesday after Expiration Friday, but could not expire on the Monday or Tuesday after Expiration Friday. This restriction is hereinafter referred to as the ''three business day'' expiration restriction.