

assistance to troubled plans. Employers and unions use the information to decide whether additional plan contributions will be made to avoid the insolvency and consequent benefit suspensions. Plan participants and beneficiaries use the information in personal financial decisions.

PBGC estimates that 1 plan sponsor of an ongoing plan gives notices each year under this regulation. The estimated annual burden of the collection of information is 1 hour and \$4,741.

11. Duties of Plan Sponsor Following Mass Withdrawal (29 CFR Part 4281) (OMB Control Number 1212-0032)

Section 4281 of ERISA provides rules for plans that have terminated by mass withdrawal. Under section 4281, if nonforfeitable benefits exceed plan assets, the plan sponsor must amend the plan to reduce benefits. If the plan nevertheless becomes insolvent, the plan sponsor must suspend certain benefits that cannot be paid. If available resources are inadequate to pay guaranteed benefits, the plan sponsor must request financial assistance from PBGC.

The regulation requires a plan sponsor to give notices of benefit reduction, notices of insolvency and annual updates, and notices of insolvency benefit level to PBGC and to participants and beneficiaries and, if necessary, to apply to PBGC for financial assistance.

PBGC uses the information it receives to make determinations required by ERISA, to identify and estimate the cash needed for financial assistance to terminated plans, and to verify the appropriateness of financial assistance payments. Plan participants and beneficiaries use the information to make personal financial decisions.

PBGC estimates that plan sponsors of terminated plans each year give benefit reduction notices for 2 plans and give notices of insolvency benefit level and annual updates, and submit requests for financial assistance, for 28 plans. Of those 28 plans, PBGC estimates that plan sponsors each year give notices of insolvency for 4 plans. The estimated annual burden of the collection of information is one hour and \$701,574.

Issued in Washington, DC, this 20th day of November, 2007.

John H. Hanley,

Director, Legislative and Regulatory Department, Pension Benefit Guaranty Corporation.

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SECURITIES AND EXCHANGE COMMISSION

Proposed Collection, Comment Request

Upon Written Request, Copies Available From: Securities and Exchange Commission, Office of Investor Education and Advocacy, Washington, DC 20549-0213.

Extension:

Rule 203-2 and Form ADV-W; SEC File No. 270-40; OMB Control No. 3235-0313.

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") is soliciting comments on the collection of information summarized below. The Commission plans to submit this existing collection of information to the Office of Management and Budget for extension and approval.

The title for the collection of information is "Rule 203-2 (17 CFR 275.203-2) and Form ADV-W (17 CFR 279.2) under the Investment Advisers Act of 1940 (15 U.S.C. 80b)." Rule 203-2 under the Investment Advisers Act of 1940 establishes procedures for an investment adviser to withdraw its registration with the Commission. Rule 203-2 requires every person withdrawing from investment adviser registration with the Commission to file Form ADV-W electronically on the Investment Adviser Registration Depository ("IARD"). The purpose of the information collection is to notify the Commission and the public when an investment adviser withdraws its pending or approved SEC registration. Typically, an investment adviser files a Form ADV-W when it ceases doing business or when it is ineligible to remain registered with the Commission.

The respondents to the collection of information are all investment advisers that are registered with the Commission or have applications pending for registration. The Commission has estimated that compliance with the requirement to complete Form ADV-W imposes a total burden of approximately 0.75 hours (45 minutes) for an adviser filing for full withdrawal and approximately 0.25 hours (15 minutes) for an adviser filing for partial withdrawal. Based on historical filings, the Commission estimates that there are approximately 500 respondents annually filing for full withdrawal and approximately 500 respondents annually filing for partial withdrawal. Based on these estimates, the total estimated annual burden would be 500

hours ((500 respondents × .75 hours) + (500 respondents × .25 hours)).

Rule 203-2 and Form ADV-W do not require recordkeeping or records retention. The collection of information requirements under the rule and form are mandatory. The information collected pursuant to the rule and Form ADV-W are filings with the Commission. These filings are not kept confidential. 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.

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

Please direct your written comments to R. Corey Booth, 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: November 13, 2007.

Florence E. Harmon,
Deputy Secretary.

[FR Doc. E7-22927 Filed 11-23-07; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

Sunshine Act Meetings

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 the following meetings during the week of November 26, 2007:

An Open Meeting will be held on Wednesday, November 28, 2007 at 10 a.m., in Room L-002, the Auditorium, and a Closed Meeting will be held on Thursday, November 29, 2007 at 2 p.m.

Commissioners, Counsel to the Commissioners, the Secretary to the

Commission, and recording secretaries will attend the Closed Meeting. Certain staff members who have an interest in the matters may also be present.

The General Counsel of the Commission, or his designee, has certified that, in his opinion, one or more of the exemptions set forth in 5 U.S.C. 552b(c)(5), (7), (9)(B), and (10) and 17 CFR 200.402(a)(5), (7), 9(ii) and (10), permit consideration of the scheduled matters at the Closed Meeting.

Commissioner Casey, as duty officer, voted to consider the items listed for the closed meeting in closed session.

The subject matters of the Open Meeting scheduled for Wednesday, November 28, 2007 will be:

1. The Commission will consider whether to adopt amendments to Rule 14a-8(i)(8) under the Securities Exchange Act of 1934, to clarify its longstanding interpretation of that rule.

2. The Commission will consider whether to adopt amendments to the proxy rules under the Securities Exchange Act of 1934 to facilitate the use of electronic shareholder forums.

The subject matter of the Closed Meeting scheduled for Thursday, November 29, 2007 will be:

Formal orders of investigation;
Institution and settlement of injunctive actions;
Institution and settlement of administrative proceedings of an enforcement nature;
Adjudicatory matters; and
Other matters related to enforcement actions.

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.

November 20, 2007.

Nancy M. Morris,
Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-56811; File No. SR-Amex-2007-118]

Self-Regulatory Organizations; American Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Revising the AEMI Rules To Eliminate the Post-Opening Pair-Off of Marketable Orders Held in a Message Queue

November 19, 2007.

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 13, 2007, the American Stock Exchange LLC ("Amex" 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 substantially by the Amex. The Amex has filed the proposed rule change pursuant to Section 19(b)(3)(A) of the Act³ and Rule 19b-4(f)(5) thereunder⁴ as one that effects a change in an existing order-entry or trading system, which renders the proposal effective upon filing with the Commission. 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 Amex proposes to adopt changes to the rules governing the Exchange's new hybrid market trading platform for equity products and exchange-traded funds, designated as AEMISM ("AEMI"), to eliminate the existing post-opening pair-off of marketable orders that are held in a Message Queue⁵ during the main pair-off at an opening or reopening.

The proposed rule change is available at the Amex's principal office, the Commission's Public Reference Room, and the Amex's Web site at <http://www.amex.com>.

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 Amex 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 Amex 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 the Statutory Basis for, the Proposed Rule Change

1. Purpose

The Amex recently adopted new Commentary .06 to Rule 126-AEMI, "Precedence of Bids and Offers," which provides that AEMI will function at all times in a manner that assures compliance with the Exchange's priority and parity rules.⁶ The Amex adopted Commentary .06 to comply with an undertaking in Section III.F.1 of the settlement order in a recent administrative proceeding.⁷ In the September Proposal, the Exchange noted that there were two exceptions to its compliance with the requirements of Commentary .06 that the Exchange had recently become aware of and was working to correct in the near future.⁸

The Exchange has subsequently changed its trading system to eliminate the first exception mentioned above. The purpose of this proposal is to resolve the second exception to Rule 126-AEMI, Commentary .06 mentioned above by amending Amex Rules 108-AEMI, "Priority and Parity at Openings and Reopenings," and 128A-AEMI, "Automatic Execution," to eliminate the existing post-opening pair-off of marketable orders that are briefly held in a Message Queue during the main pair-off at an opening or reopening. System issues associated with this post-opening pair-off, which takes place at the time the Message Queue is terminated, can, under certain circumstances, result in the violation of the Exchange's priority and parity rules.

The Amex is filing this proposal simultaneously with the

⁶ See Securities Exchange Act Release No. 56495 (September 21, 2007), 72 FR 55262 (September 28, 2007) (notice of filing and immediate effectiveness of File No. SR-Amex-2007-105) ("September Proposal").

⁷ See In the Matter of American Stock Exchange LLC, Order Instituting Administrative and Cease-and-Desist Proceedings, Making Findings, and Imposing Remedial Sanctions, a Censure, and a Cease-and-Desist Order Pursuant to Sections 19(h)(1) and 21C of the Securities Exchange Act of 1934, Securities Exchange Act Release No. 55507 (March 22, 2007) (Administrative Proceeding File No. 3-12594).

⁸ See September Proposal, *supra* note 6, at note 7.

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)(5).

⁵ See Rule 1A-AEMI for a description of a Message Queue.