Exhibits C and D is designed to help the Commission make the determinations required under Sections 6(b) and 19(a) of the Exchange Act [22] with respect to the application. The updated Exhibit C and D information required under Exchange Act Rule 6a–2 is designed to help the Commission exercise its oversight responsibilities with respect to national securities exchanges. Specifically, Exhibit D is designed to provide the Commission with information concerning the financial status of an exchange and its affiliates and subsidiaries,[23] and Exhibit C is designed to provide the Commission with the names and organizational documents of these affiliates and subsidiaries.[24] Such information is designed to help the Commission determine whether an applicant for exchange registration would have, and a national securities exchange continues to have, the ability to carry out its obligations under the Exchange Act.

Since the most recent amendments to Form 1 in 1998,[25] many national securities exchanges that previously were member-owned organizations with few affiliated entities have demutualized. Some of these demutualized exchanges have consolidated under holding companies with numerous affiliates that, in some cases, have only a limited and indirect connection to the national securities exchange, with no ability to influence the management or policies of the registered exchange, and no obligation to fund, or to materially affect the funding of, the registered exchange. The Commission believes that, for these affiliated entities, the information required under Exhibits C and D would have limited relevance to the Commission's review of an application for exchange registration or to its oversight of a registered exchange.

Based on the Applicant's representations, the indirect nature of the relationship between the Applicant and the Foreign Indirect Affiliates, and the information that the Applicant will provide with respect to the Foreign Direct Affiliates and the Foreign Indirect Affiliates, the Commission believes that it will have sufficient information to review the Applicant's Form 1 application and to make the determinations required under Sections 6(b) and 19(a) of the Exchange Act with respect to its application for registration as a national securities exchange.[26] The Commission believes, further, that if the Commission were to approve the Applicant's Form 1 application, it will have the information necessary to oversee the Applicant's activities as a national securities exchange. In particular, the Commission notes that the Applicant has represented that it would have no direct connection to the Foreign Indirect Affiliates, that the Foreign Indirect Affiliates would have no ability to influence the management or policies of the Applicant, and that the Foreign Indirect Affiliates would have no obligation to fund, or ability to materially affect the funding of, the Applicant. In addition, the Commission notes that the Applicant has represented that: (1) The Foreign Indirect Affiliates have no ownership interest in the Applicant or in any of the controlling equity holders of the Applicant; and (2) there are no commercial dealings between the Applicant and the Foreign Indirect Affiliates.[27]

Given the limited and indirect relationship between the Applicant and the Foreign Indirect Affiliates, as described above, the Commission believes that the detailed corporate and financial information required in Exhibits C and D with respect to the Foreign Indirect Affiliates is unnecessary for the Commission's review of the Applicant's Form 1 application and would be unnecessary for the Commission's oversight of the Applicant as a registered national securities exchange following any Commission approval of its Form 1 application.

For the reasons discussed above, the Commission finds that the conditional exemptive relief requested by the Applicant is appropriate in the public interest and is consistent with the protection of investors.

The Commission may modify by order the terms, scope or conditions of this exemption if it determines that such modification is necessary or appropriate in the public interest, or is consistent with the protection of investors. Furthermore, the Commission may limit, suspend, or revoke this exemption if it finds that the Applicant has failed to comply with, or is unable to comply with, any of the conditions set forth in this order, if such action is necessary or appropriate in the public interest, or is consistent with the protection of investors.

It is ordered, pursuant to Section 36 of the Exchange Act,[28] that the Applicant is exempt from the requirements to: (1) Include in its Form 1 application the information required in Exhibits C and D to Form 1 with respect to the Foreign Indirect Affiliates; and (2) with respect to the Foreign Indirect Affiliates, update the information in Exhibits C and D to Form 1 as required by Exchange Act Rules 6a–2(a)(2), 6a–2(b)(1), and 6a–2(c) subject to the following conditions:

(i) The Applicant must provide a list of the names of the Foreign Indirect Affiliates;

(ii) the Applicant must provide an organizational chart setting forth the affiliation of the Foreign Indirect Affiliates and the Foreign Direct Affiliates and the Applicant; and

(iii) as part of Exhibit C to the Applicant's Form 1 Application, the Applicant must provide a description of the nature of the affiliation between the Foreign Indirect Affiliates and the Foreign Direct Affiliates and the Applicant.

In addition, the Applicant must provide amendments to the information required under conditions (i) through (iii) above on or before June 30th of each year.

By the Commission.

Robert W. Errett,

Deputy Secretary.

[FR Doc. 2015–23106 Filed 9–14–15; 8:45 am]

BILLING CODE 8011–01–P

[22] 15 U.S.C. 78f(b) and 78s(a).

[23] *See* Securities Exchange Act Release No. 18843 (June 25, 1982), 47 FR 29259 (July 6, 1982) (proposing amendments to Form 1); *see also* Form 1, 17 CFR 249.1, and *supra* Section II.A.

[24] Form 1, 17 CFR 249.1. *See also supra* note 4.

[25] *See* Regulation ATS Adopting Release, *supra* note 8, at Section IV.C.

[26] 15 U.S.C. 78f(b) and 78s(a). Section 6(b) of the Exchange Act enumerates certain determinations that the Commission must make with respect to an exchange before granting the registration of the exchange as a national securities exchange. The Commission will not grant an exchange registration as a national securities exchange unless the Commission determines that the exchange meets these requirements. *See* Regulation ATS Adopting Release, *supra* note 8, at Section IV.B.

[27] *See* Exemption Request, *supra* note 3, at 3; *supra* note 15.

[28] 15 U.S.C. 78mm.

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–75866; File No. SR–Phlx–2015–75]

Self-Regulatory Organizations; NASDAQ OMX PHLX LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Modify the Phlx Pricing Schedule

September 9, 2015.

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 August 27, 2015, NASDAQ OMX PHLX LLC (''Phlx'' or ''Exchange'') filed with the

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

[2] 17 CFR 240.19b–4.

Securities and Exchange Commission (''SEC'' or ''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 modify the Phlx Pricing Schedule (''Pricing Schedule''). Specifically, the Exchange proposes to amend Section I, entitled ''Rebates and Fees for Adding and Removing Liquidity in SPY'' by assessing all market participants other than Customers [3] a fee of $0.15 per contract for executions against an order for which the Exchange broadcasts an order exposure alert in SPY.[4]

The text of the proposed rule change is available on the Exchange's Web site at *http://nasdaqomxphlx.cchwallstreet.com/,* at the principal office of the Exchange, and at the Commission's Public Reference Room.

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 this filing is to modify the Pricing Schedule by amending Section I, entitled ''Rebates and Fees for Adding and Removing Liquidity in SPY.'' Currently, Section 1 provides that no fees will be assessed and no rebates will be paid on transactions which execute against an order for which the Exchange broadcast (sic) [5] an order exposure alert in SPY.[6]

The Exchange now proposes to assess all market participants other than Customers a fee of $0.15 per contract for such executions. Thus, the fee for such executions will apply to transactions for the accounts of Specialists,[7] Market Makers,[8] Firms,[9] Professionals,[10] Broker-Dealers [11] and JBOs [12] (collectively, ''Non-Customers''). The Exchange is adopting this fee at this time because it believes that the associated revenue will allow the Exchange to enhance its services and that offering this service for free is no longer a required incentive to remain competitive with other options exchanges.

2. Statutory Basis

The Exchange believes that its proposal to amend the Pricing Schedule is consistent with Section 6(b) of the Act [13] in general, and furthers the objectives of Section 6(b)(4) and (b)(5) of the Act [14] in particular, in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and issuers and other persons using any facility or system which Phlx operates or controls, and is not designed to permit unfair discrimination between market participants to whom the Exchange's fees and rebates are applicable.

The Exchange's proposal is reasonable because the proposed $0.15 fee is lower than the standard fee for removing liquidity in SPY and lower than fees assessed for similar activities at other options exchanges. For example, the Chicago Board Options Exchange (''CBOE'') assesses fees ranging from $0.05 to $0.45 for executions in Equity and ETF Options, including SPY, and offers market makers a $0.05 rebate if they meet certain quoting obligations for executions in Hybrid Agency Liaison (''HAL''). The Exchange's order exposure alert is similar to HAL and the proposed rate is within the range of fees CBOE assesses for executions in HAL. It is also reasonable not to extend the new fee to Customer transactions because Customer orders bring valuable liquidity to the market which benefits other market participants. Customer liquidity benefits all market participants by providing more trading opportunities, which attracts Specialists and Market Makers. An increase in the activity of these market participants in turn facilitates tighter spreads, which may cause an additional corresponding increase in order flow from other market participants.

The Exchange's proposal is equitable and not unfairly discriminatory because the Exchange will be assessing the same new $0.15 fee on transactions by all market participants (except Customers) in the same manner. As stated above, Customer liquidity benefits all market participants by providing more trading opportunities, which attracts Specialists and Market Makers. It is therefore equitable and not unfairly discriminatory to not apply the new fee to Customer transactions.

[3] The term ''Customer'' applies to any transaction that is identified by a member or member organization for clearing in the Customer range at The Options Clearing Corporation (''OCC'') which is not for the account of broker or dealer or for the account of a ''professional'' (as that term is defined in Rule 1000(b)(14)). The term ''Non-Customer'' applies to transactions for the accounts of Specialists, Market Makers, Firms, Professionals, Broker-Dealers and JBOs.

[4] Options overlying Standard and Poor's Depositary Receipts/SPDRs (''SPY'') are based on the SPDR exchange-traded fund (''ETF''), which is designed to track the performance of the S&P 500 Index.

[5] The Exchange is correcting the word ''broadcast'' to read ''broadcasts''.

[6] Exchange Rule 1080(m) provides for the broadcast of certain orders that are on the Phlx Book. The Exchange broadcasts orders on the Phlx Book by issuing order exposure alerts to all Phlx market participants that subscribe to certain data feeds. *See* Securities Exchange Act Release No. 68517 (December 21, 2012), 77 FR 77134 (December 31, 2012) (SR-Phlx-2012–136). When it adopted the current pricing schedule provision which now is proposed to be amended, the Exchange stated its belief that not assessing fees (or paying a rebate) when removing orders from the order book in SPY where an order exposure alert was issued would incentivize market participants to remove liquidity from the Phlx Book. *See* Securities Exchange Act Release No. 69768 (June 14, 2013), 78 FR 37250 (June 20, 2013) (SR–Phlx–2013–61).

[7] A Specialist is an Exchange member who is registered as an options specialist pursuant to Rule 1020(a).

[8] A ''Market Maker'' includes Registered Options Traders (Rule 1014(b)(i) and (ii)), which includes Streaming Quote Traders (see Rule 1014(b)(ii)(A)) and Remote Streaming Quote Traders (see Rule 1014(b)(ii)(B)). Directed Participants are also market makers.

[9] The term ''Firm'' applies to any transaction that is identified by a member or member organization for clearing in the Firm range at OCC.

[10] The term ''professional'' means any person or entity that (i) is not a broker or dealer in securities, and (ii) places more than 390 orders in listed options per day on average during a calendar month for its own beneficial account(s). See Rule 1000(b)(14).

[11] The term ''Broker-Dealer'' applies to any transaction which is not subject to any of the other transaction fees applicable within a particular category.

[12] The term ''Joint Back Office'' or ''JBO'' applies to any transaction that is identified by a member or member organization for clearing in the Firm range at OCC and is identified with an origin code as a JBO. A JBO will be priced the same as a Broker-Dealer. A JBO participant is a member, member organization or non-member organization that maintains a JBO arrangement with a clearing broker-dealer (''JBO Broker'') subject to the requirements of Regulation T Section 220.7 of the Federal Reserve System as further discussed at Exchange Rule 703.

[13] 15 U.S.C. 78f(b).

[14] 15 U.S.C. 78f(b)(4), (5).

B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. The Exchange's proposal to impose the new $0.15 fee on executions other than Customer executions does not misalign the fees related to Customer as compared to Non-Customer orders. Today, Customers have lower fees because Customer liquidity benefits all market participants by providing more trading opportunities, which attracts Specialists and Market Makers. An increase in the activity of these market participants in turn facilitates tighter spreads, which may cause an additional corresponding increase in order flow from other market participants. The new fee does not impose any undue burden on competition as all market participants, except Customers will be assessed the same fee.

The Exchange operates in a highly competitive market, comprised of twelve options exchanges, in which market participants can easily and readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive or rebates to be inadequate. Accordingly, the fees that are assessed and the rebates paid by the Exchange, as described in the proposal, are influenced by these robust market forces and therefore must remain competitive with fees charged and rebates paid by other venues and therefore must continue to be reasonable and equitably allocated to those members that opt to direct orders to the Exchange rather than competing venues.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received From Members, Participants, or Others

No written comments were either solicited or received.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act.[15]

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: (i) Necessary or appropriate in the public interest; (ii) for the protection of investors; or (iii) otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

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–Phlx–2015–75 on the subject line.

Paper Comments

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

All submissions should refer to File Number SR–Phlx–2015–75. 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 Web site (*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 Web site 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 the Exchange. 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–Phlx–2015–75 and should be submitted on or before October 6, 2015.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[16]

Robert W. Errett,

Deputy Secretary.

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[15] 15 U.S.C. 78s(b)(3)(A)(ii).

[16] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 31807; 812–13995]

TIAA–CREF Funds, et al.; Notice of Application

September 8, 2015.

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

ACTION: Notice of application for an order under sections 6(c) and 17(b) of the Investment Company Act of 1940 (''Act'') for exemptions from section 17(a) of the Act, and under section 17(d) of the Act and rule 17d–1 thereunder to permit certain joint transactions.

SUMMARY OF APPLICATION: Applicants requests an order that would permit certain registered management investment companies or series thereof that are advised by Teachers Advisors, Inc. (''Advisors'') to invest in a private investment vehicle established by Advisors to invest directly in real estate.

APPLICANTS: TIAA–CREF Funds (the ''Trust''), Advisors, TIAA–CREF Real Property Fund LP (''TCLP''), TIAA–CREF Real Property Fund GP LLC (''TCGP''), and TIAA–CREF Real Property Fund REIT LLC (''TC REIT'').

FILING DATES: The application was filed on January 4, 2012, and amended on June 25, 2012, December 3, 2012, October 16, 2013, June 26, 2014, May 8, 2015, and September 4, 2015.

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 October 5, 2015, and should be accompanied by proof of service on Applicants, in the form of an affidavit or, for lawyers, a certificate of service. Pursuant to rule 0–5 of 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