

et seq.), Filing of Form by Foreign Banks and Insurance Companies and Certain of Their Holding Companies and Finance Subsidiaries; and Form F-N (17 CFR 239.43), Appointment of Agent for Service of Process by Foreign Banks and Foreign Insurance Companies and Certain of Their Holding Companies and Finance Subsidiaries Making Public Offerings of Securities in the United States.

Rule 489 (17 CFR 230.489) under the Securities Act of 1933 (15 U.S.C. 77a *et seq.*) requires foreign banks and foreign insurance companies and holding companies and finance subsidiaries of foreign banks and foreign insurance companies that are exempted from the definition of "investment company" by virtue of Rules 3a-1, 3a-5, and 3a-6 under the Investment Company Act of 1940 (15 U.S.C. 80a-1 *et seq.*) to file Form F-N under the Securities Act of 1933 to appoint an agent for service of process when making a public offering of securities in the United States. Approximately seven entities are required by Rule 489 to file Form F-N, which is estimated to require an average of one hour to complete. The estimated annual burden of complying with the rule's filing requirement is approximately eleven hours, as some of the entities submitted multiple filings.

The estimates of average burden hours are made solely for the purposes of the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*) and are not derived from a comprehensive or even representative survey or study of the cost of Commission rules and forms.

Written comments are invited on: (a) Whether the proposed collection 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 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, Virginia 22312, or send an e-mail to: PRA_Mailbox@sec.gov.

April 25, 2006.

Nancy M. Morris,
Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-53733; File No. 4-208]

Intermarket Trading System; Notice of Filing and Immediate Effectiveness of the Twenty Second Amendment to the ITS Plan Relating to the Change in Name From the Cincinnati Stock Exchange, Inc., to the National Stock Exchange and to the Admission of the NASDAQ Stock Market LLC as an ITS Participant

April 27, 2006.

Pursuant to Section 11A of the Securities Exchange Act of 1934 ("Act"),¹ and Rule 608 thereunder,² notice is hereby given that on April 19, 2006, the ITS Participants, through the ITS Operating Committee, submitted to the Securities and Exchange Commission ("Commission") a proposed amendment ("Twenty Second Amendment") to the restated ITS Plan.³ The purpose of the Twenty Second Amendment is to recognize the change in name from the Cincinnati Stock Exchange, Inc., to the National Stock Exchange and to admit the NASDAQ Stock Market LLC as an ITS Participant. Pursuant to Rule 608(b)(3)(ii) under the Act,⁴ the ITS Participants designated the amendment as concerned solely with the administration of the Plan. As a result, the Twenty Second Amendment has become effective upon filing with the Commission.⁵ At any time within 60

¹ 15 U.S.C. 78k-1.

² 17 CFR 242.608.

³ The ITS Plan is a National Market System ("NMS") plan, which was designed to facilitate intermarket trading in exchange-listed equity securities based on current quotation information emanating from the linked markets. See Securities Exchange Act Release No. 19456 (January 27, 1983), 48 FR 4938 (February 3, 1983).

The ITS Participants currently include the American Stock Exchange LLC ("Amex"), the Boston Stock Exchange, Inc. ("BSE"); the Chicago Board Options Exchange, Inc. ("CBOE"); the Chicago Stock Exchange ("CHX"), Inc., the Cincinnati Stock Exchange, Inc. ("CSE"), the National Association of Securities Dealers, Inc. ("NASD"), the New York Stock Exchange, Inc. ("NYSE"), the Pacific Exchange, Inc. ("PCX"), and the Philadelphia Stock Exchange, Inc. ("Phlx") ("Participants").

⁴ 17 CFR 242.608(b)(3)(ii).

⁵ The ITS Participants initially filed the Twenty Second Amendment on March 17, 2006. The ITS Participants amended the filing on April 19, 2006 to designate the filing as effective on filing pursuant to Rule 608(b)(3)(ii) under the Act and to make other technical changes.

days of the filing of the amendment, the Commission may summarily abrogate the amendment and require that such amendment be refilled in accordance with paragraph (a)(1) of Rule 608 and reviewed in accordance with paragraph (b)(2) of Rule 608, if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or the maintenance of fair and orderly markets, to remove impediments to, and perfect the mechanisms of, a national market system or otherwise in furtherance of the purposes of the Act. The Commission is publishing this notice to solicit comments from interested persons.

I. Description and Purpose of the Proposed Amendment

The ITS Participants proposed to amend the restated ITS Plan to recognize the change in name from the Cincinnati Stock Exchange, Inc., to the National Stock Exchange and to admit the NASDAQ Stock Market LLC as an ITS Participant.

A. Governing or Constituent Documents
Not applicable.

B. Implementation of Amendment

The ITS Participants have manifested their approval of the proposed amendment by means of their execution of the Twenty Second Amendment. The Amendment has become effective upon filing.

C. Development and Implementation Phases

Not applicable.

D. Analysis of Impact on Competition

The Participants believe that the proposed amendment does not impose any burden on competition.

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

Not applicable.

F. Approval by Sponsors in Accordance With Plan

Under section 4(c) of the restated ITS Plan, the requisite approval of the amendment is achieved by execution of the amendment on behalf of each ITS Participant. The amendment is so executed.

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

Not applicable.

H. Terms and Conditions of Access

Not applicable.

I. Method of Determination and Imposition, and Amount of, Fees and Charges

Not applicable.

J. Method of Frequency of Processor Evaluation

Not applicable.

K. Dispute Resolution

Not applicable.

II. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed Plan amendment 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 e-mail to rule-comments@sec.gov. Please include File No. 4-208 on the subject line.

Paper Comments

- Send paper comments in triplicate to Nancy M. Morris, Secretary, Securities and Exchange Commission, Station Place, 100 F Street, NE., Washington, DC 20549-1090.

All submissions should refer to File No. 4-208. 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 proposed Plan amendment that are filed with the Commission, and all written communications relating to the proposed Plan amendment 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. Copies of the filing also will be available for inspection and copying at the principal office of the ITS. 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 No. 4-208 and should be submitted on or before May 26, 2006.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁶

Nancy M. Morris,

Secretary.

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SECURITIES AND EXCHANGE COMMISSION

Sunshine Act; Notice of Meeting

FEDERAL REGISTER CITATION OF PREVIOUS ANNOUNCEMENT: [71 FR 25620, May 1, 2006].

STATUS: Closed Meeting.

PLACE: 100 F Street, NE., Washington, DC.

DATE AND TIME OF PREVIOUSLY ANNOUNCED MEETING: Thursday, May 4, 2006 at 2 p.m.

CHANGE IN THE MEETING: Additional Item.

The following item has been added to the 2 p.m. Closed Meeting scheduled for Thursday, May 4, 2006: a collection matter.

Commissioner Campos, as duty officer, determined that no earlier notice thereof was possible.

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: May 2, 2006.

Nancy M. Morris,

Secretary.

[FR Doc. 06-4279 Filed 5-3-06; 11:12 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-53735; File No. SR-Amex-2006-20]

Self-Regulatory Organizations; American Stock Exchange LLC; Notice of Filing of Proposed Rule Change and Amendment Nos. 1 and 2 Thereto To Amend the Annual Fee for Certain Listed Bonds and Debentures

April 27, 2006.

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 March 22, 2006, the American Stock Exchange LLC ("Amex" or "Exchange") filed with the

⁶ 17 CFR 200.30-3(a)(27).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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. On April 5, 2006, the Exchange filed Amendment No. 1 to the proposed rule change.³ On April 24, 2006, the Exchange filed Amendment No. 2 to the proposed rule change.⁴ The Commission is publishing this notice to solicit comments on the proposed rule change, as amended, from interested persons.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to amend Section 141 of the Amex Company Guide to increase the annual fee for listed bonds and debentures of companies whose equity securities are not listed on the Exchange ("Bonds and Debentures")⁵ from \$3,500 to \$5,000.

The text of the proposed rule change, as amended, is available on the Exchange's Internet Web site (<http://www.amex.com>), at the Exchange's principal office, 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

Amex proposes to increase the annual fee for listed Bonds and Debentures from \$3,500 to \$5,000. Currently,

³ In Amendment No. 1, the Exchange explained that its listed bonds and debentures are primarily structured products. Amendment No. 1 replaced and superseded the original filing in its entirety.

⁴ In Amendment No. 2, the Exchange clarified that the proposed increase in the annual fee for bond issues would take effect in January 2007. Amendment No. 2 replaced and superseded Amendment No. 1 to the original filing in its entirety.

⁵ The Exchange notes that the fees to which this proposal relates are applicable primarily to structured products listed on the Exchange as well as straight corporate debt.