

programs. The increase also results from a more accurate calculation of certain collection of information burdens. Compliance with the collection of information requirements of the rule is necessary to obtain the benefit of relying on the rule's safe harbor. Nevertheless, rule 3a-4 is a nonexclusive safe harbor, and a program that does not comply with the rule's collection of information requirements does not necessarily meet the Investment Company Act's definition of investment company.

Form N-8B-2 is the form used by unit investment trusts ("UITs") which are currently issuing securities, including UITs which are issuers of periodic payment plan certificates and UITs of which a management investment company is the sponsor or depositor, to comply with the filing and disclosure requirements imposed by section 8(b) of the Act. Form N-8B-2 requires disclosure about the organization of a UIT, its securities, the trustee, the personnel and affiliated persons of the depositor, the distribution and redemption of securities, and financial statements. The Commission uses the information provided in the collection of information to determine compliance with section 8(b) of the Act.

Based on the Commission's industry statistics, the Commission estimates that there will be approximately 34 initial filings on Form N-8B-2 and 11 post-effective amendment filings to the Form. The Commission estimates that each registrant filing an initial Form N-8B-2 would spend 1,150 hours in preparing and filing the Form and that the total hour burden for all initial Form N-8B-2 filings is 39,100 hours. Also, the Commission estimates that each UIT filing a post-effective amendment to Form N-8B-2 would spend 150 hours in preparing and filing the amendment and that the total hour burden for all post-effective amendments to the Form is 1,650 hours. By combining the total hour burdens estimated for initial Form N-8B-2 filings and post-effective amendment filings to the Form, the Commission estimates that the total annual burden hours for all registrants on Form N-8B-2 is 40,750 hours.

The collection of information on Form N-8B-2 is mandatory. The information provided on Form N-8B-2 is not kept confidential.

The estimate of average burden hours is made solely for the purposes of the Paperwork Reduction Act. The estimate is not derived from a comprehensive or even a representative survey or study of the costs of Commission rules and forms.

The Commission may not conduct or sponsor, and a person is not required to

respond to, a collection of information unless it displays a currently valid OMB control number.

Written comments regarding the above information should be directed to the following persons: (i) Desk Officer for the Securities and Exchange Commission, Office of Information and Regulatory Affairs, Office of Management and Budget, Room 10202, New Executive Office Building, Washington, D.C. 20503; and (ii) Michael E. Bartell, Associate Executive Director, Office of Information Technology, Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Comments must be submitted to OMB within 30 days of this notice.

Dated: September 1, 1998.

Margaret H. McFarland,
Deputy Secretary.

[FR Doc. 98-24093 Filed 9-8-98; 8:45 am]

BILLING CODE 8010-01-M

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-40391; File No. SR-Amex-98-29]

Self-Regulatory Organizations; Notice of Filing of Proposed Rule Change by American Stock Exchange, Inc. Relating to the Listing Under Rules 1000A et seq. of Sector SPDRsSM and Technology 100 Index Fund Shares

September 1, 1998.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934,¹ and Rule 19b-4 thereunder,² notice is hereby given that on July 17, 1998,³ the American Stock Exchange, Inc. ("Amex") or "Exchange") filed with the 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, as amended, from interested persons. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ The American Stock Exchange, Inc. filed an amendment to the proposed rule change on August 21, 1998, the substance of which is incorporated into this notice. See Letter from Michael Cavalier, Associate General Counsel, Legal & Regulatory Policy, Amex, to Sharon M. Lawson, Senior Special Counsel, Division of Market Regulation ("Division") Commission, dated August 21, 1998 ("Amendment No. 1").

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

The Amex proposes to list and trade under Amex Rules 1000A *et seq.* ("Index Fund Shares") the following securities (1) nine series of Sector SPDRsSM, and (2) one series of the Technology 100 Index Fund. The text of the proposed rule change is available at the Office of the Secretary, the Amex 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 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

Amex Rules 1000A *et seq.* provide for the listing and trading of Index Fund Shares, which are shares issued by an open-end management investment company that seek to provide investment results that correspond generally to the price and yield performance of a specified foreign or domestic index.⁴ The Exchange currently lists under Rules 1000A *et seq.* seventeen series of World Equity Benchmark SharesTM ("WEBSTM") based on Morgan Stanley Capital International foreign stock indices.⁵

The Exchange proposes to list and trade under Rules 1000A *et seq.* the following securities issued by an open-end management investment company: (1) nine series of Sector SPDRsSM, as described herein,⁶ and (2) one series of the Technology 100 Index Fund.⁷

⁴ See Securities Exchange Act Release No. 36947 (March 8, 1996), 63 FR 2348 (March 14, 1998).

⁵ "World Equity Benchmark Shares" and "WEBS" are service marks of Morgan Stanley Group, Inc.

⁶ "S&P", "Standard & Poor's 500", "Standard & Poor's Depository Receipts" and "SPDRs" are trademarks of The McGraw-Hill Companies, Inc., and "Sector SPDR" is a service mark of The McGraw-Hill Companies, Inc.

⁷ The Sector SPDR Trust (with respect to Sector SPDRs) and The Index Exchange Listed Securities Trust (with respect to the series of the Technology 100 Index Fund) have filed with the Commission an Application for Orders under Sections 6(c) and

(a) *Sector SPDRs.* The Exchange proposes to list and trade nine investment series of Sector SPDRs to be offered by the Sector SPDR Trust, an open-ended investment company and a Massachusetts business trust. The Sector SPDRs offered by the Trust are: The Basic Industries Sector SPDR; The Consumer Services Sector SPDR; The Consumer Staples Sector SPDR; The Cyclical/Transportation Sector SPDR; The Energy Sector SPDR; The Financial Sector SPDR; The Industrial Sector SPDR; The Technology Sector SPDR, and The Utilities Sector SPDR.⁸

Each Sector SPDR offers and issues Sector SPDR shares at their net asset values only in aggregations of a specified number of shares ("Creation Unit"), generally in exchange for a basket of common stocks consisting of some or all of the component securities ("Fund Securities") of a specified market sector index ("Sector Index"), together with the deposit of a specified small cash payment known as the "cash component" and reflecting, for example, net accrued dividends. It is anticipated that the deposit of Fund Securities and the specified cash payment in exchange for Sector SPDRs will be made primarily by institutional investors, arbitrageurs and the Exchange specialist. Creation Units are separable upon issue into identical shares which are listed and traded on the Amex. Similarly, shares are also redeemable only in Creation Unit size aggregations and usually in exchange for Fund Securities and a specified cash payment. It is anticipated that a Creation Unit will consist of 50,000 shares of the relevant series of Sector SPDRs. The Sector SPDR Trust reserves the right to offer a "cash" option for creations and redemptions of Sector SPDRs, although it has no current intention of doing so. For each Sector SPDR, the Administrator (State Street Bank and Trust Company) makes available through the National Securities Clearing Corporation ("NSCC"), immediately prior to the opening of business on the Amex, the list of names and the required number of shares of stocks of each relevant Sector Index to be included in the securities deposit required in connection with creation of Sector

SPDRs in Creation Units size aggregations.⁹

Each of the nine Sector Indices, which is the benchmark for a Sector SPDR, is intended to give investors an efficient way to track the movement of baskets of the equity securities of public companies that are components of the Standard & Poor's 500 Composite Stock Index ("S&P 500") and are involved in specific sectors.

Each stock included in a Sector Index (the "Component Stocks") will be selected from companies represented in the S&P 500.¹⁰ The nine Sector Indices together will include all of the companies represented in the S&P 500 and all of the stocks in the S&P will be allocated to one and only one of the Sector Indices. Each Sector Index will be calculated by the Amex's Index Services Group using the "market capitalization" methodology (the same method used in calculating the S&P 500). This design ensures the each of the component stocks within a Sector Index is represented in a proportion consistent with its percentage with respect to the total market capitalization of the Sector Index. Under certain conditions, the number of shares of a component stock may be adjusted to conform to requirements of Subchapter M under the Internal Revenue Code.¹¹

The stocks included in a Sector Index have been assigned to a Sector Index by Merrill Lynch ("the Index Compilation Agent"). The Index Compilation Agent

⁹ The procedures for the creation and redemption of Sector SPDRs and Technology 100 Index Fund shares are similar to those applicable for SPDRs, and utilize processes of the National Securities Clearing Corporation in connection with the transmittal of trade instructions, the transfer of component securities and the cash component, and the transfer of Sector SPDRs or Technology 100 Index Fund shares and component securities on creation or redemption. This contrasts with procedures for the creation and redemption of other Index Fund Shares currently listed on the Amex (i.e., WEBSTM), which, while similar in certain respects to SPDR procedures, do not utilize such National Securities Clearing Corporation processes. Unlike the WEBS series, which do not hold all of the applicable index stocks but instead utilize a representative "portfolio sampling" technique, Sector SPDRs and the Technology 100 Index Fund, generally will hold all of the securities in the applicable index, subject to certain conditions disclosed in the applicable prospectus.

¹⁰ The Sector Indices underlying the Sector SPDRs are not the same as S&P indices based on specific industry sectors, although there may be some degree of overlap in stocks included in Sector Indices and comparable S&P sector indices.

¹¹ Each Sector SPDR Fund, (as well as the Technology 100 Index Fund), intends to qualify for and to elect treatment as a separate regulated investment company under Subchapter M. To qualify for such treatment, a company must annually distribute at least 90% of its net investment company taxable income (which includes dividends, interest and net short-term capital gains) and meet several other requirements, including certain diversification tests.

assigns stocks to a particular Sector Index on the basis of such company's sales and earnings composition and the sensitivity of the company's stock price and business results to the common factors that affect other companies in each Sector Index. Standard & Poor's has sole control over the removal of stocks from the S&P 500 and the selection of replacement stocks to be added to the S&P 500. However, Standard & Poor's plays no direct role in the Sector Index assignment of the S&P 500 stocks in a Sector Index.¹² Each Sector Index is weighted based on the market capitalization of each of the stocks in such index, subject to specified asset diversification requirements. Each Sector SPDR will normally invest at least 95% of its total assets in stocks that comprise the relevant Sector Index or stock equivalent positions which the Adviser deems appropriate as an alternative to such stocks.¹³

(b) *Technology 100 Index Fund Shares.* The Exchange also proposes to list and trade Technology 100 Index Fund ("Fund") shares issued by the Index Exchange Listed Security Trust, an open-ended investment company and a Massachusetts business trust. Such trust is an "index fund" presently consisting of a single investment portfolio, the Technology 100 Index Fund ("Fund").

The Fund's investment objective is to provide investment results that correspond generally to the price and yield performance of publicly traded equity securities of technology companies as represented by an index ("Index") compiled by Merrill Lynch. The Index, which is constructed in accordance with specified selection criteria, is intended to give investors an efficient, equal-dollar weighted way to track movements of certain technology stocks and American Depositary Receipts traded within the United States. The Index is calculated by the Amex using an equal dollar weighting methodology designed to ensure that each component security within the Index is represented in an

¹² If Standard & Poor's removes a stock from the S&P 500, Merrill Lynch will remove the same stock from whichever Sector Index it is in. When Standard & Poor's assigns a replacement stock to the S&P 500, Merrill Lynch will assign the same stock to whichever Sector Index it deems appropriate. Telephone conversation between Michael Cavalier, Associate General Counsel, Legal & Regulatory Policy, Amex, and Heather Seidel, Attorney, Division, Commission, on August 28, 1998.

¹³ As noted above, *supra* note 9, Sector SPDRs generally will hold all of the securities in the applicable index, subject to certain conditions disclosed in the applicable prospectus.

17(b) of the Investment Company Act of 1940 ("1940 Act") as amended, for the purpose of exempting Sector SPDRs and the series of the Technology 100 Index Fund from Sections 2(a)(32), 5(a)(1), 22(d), 17(a)(1) and (a)(2), and Rule 22c-1 under the 1940 Act. See File No. 812-10662.

⁸ Information on the component stocks of the Sector Indices and the Technology 100 Index is available in the public file.

approximately equal dollar amount. Fund shares may be created and redeemed in a manner similar to that described above for Sector SPDRs. The Fund Administrator (State Street Bank and Trust Company) makes available through NSCC, immediately prior to the opening of business on the Amex, the list of names and the required number of shares of stocks to be included in the securities deposit required in connection with creation of Fund shares in Creation Unit size aggregations. It is anticipated that one Creation Unit will consist of 50,000 Fund shares.

The Fund reserves the right to offer a "cash" option for creations and redemptions of Funds shares, although it has no current intention of doing so. The Fund will normally invest at least 95% of its total assets in stocks that comprise the benchmark index or stock equivalent positions which the Adviser deems appropriate as an alternative to such stocks.

(c) *Dissemination of index and indicative per share portfolio value.* The value of the Sector Indices and the Technology 100 Index will be calculated continuously by Amex and disseminated every 15 seconds on Network B of the Consolidated Tape Association ("CTA"). The major electronic financial data vendors, including Bloomberg, Quotron, Reuters, and Bridge Information Systems, are expected to publish information on each index for their subscribers. In order to provide up to date pricing information for each Sector SPDR and for Technology 100 Index Fund shares, the Exchange will calculate and disseminate through CTA facilities an Indicative Per Share Portfolio Value for each Sector SPDR and for Technology 100 Index Fund shares. This value will be disseminated every 15 seconds during Amex regular trading hours.

For each of the nine Sector SPDRs and Technology 100 Index Fund, the Indicative Per Share Portfolio Value has an equity securities value component and a net other assets value component, each of which are summed and divided by the total estimated shares expected to be issued and outstanding by that Sector SPDR or the Fund on that day, to arrive at the value. The equity securities value component of the Indicative Per Share Portfolio Value represents the estimated current value of the portfolio securities held by the given Sector SPDR Fund or the Technology 100 Index Fund on a given day, but does not necessarily reflect the precise composition or market value of the current portfolio of securities held by the Trust for a particular Sector SPDR Fund or by the Technology 100 Index Fund at a

particular point in time. Therefore, the Indicative Per Share Portfolio Value per share disseminated during Amex trading hours should be reviewed on only as an estimate of a Sector SPDR Fund's net asset value per share, which is calculated only at the close of the regular trading session on the New York Stock Exchange (ordinarily 4:00 p.m. Eastern time).

(d) *Other characteristics of Sector SPDRs and Technology 100 Index Fund.* For each of the nine series of Sector SPDRs and the Technology 100 Index Fund, it is anticipated that a minimum of three Creation Units will be outstanding at the commencement of trading on the Exchange.¹⁴

Sector SPDRs and the Technology 100 Index Fund will pass along dividends and interest, net of expenses, to fund shareholders as "income dividend distributions." Net capital gains will be distributed to shareholders as "capital gain distributions."

The net asset value for Sector SPDRs and the Technology 100 Index Fund (collectively, the "Funds") is calculated by the Administrator, State Street Bank and Trust Company, which is also the Adviser and Custodian for the Funds. Merrill Lynch serves as lending agent for the portfolio securities of the Funds. ALPS Mutual Funds Services, Inc. serves as the principal underwriter and distributor for the Funds.

Sector SPDRs and Technology 100 Index Fund shares are registered in book-entry form through the Depository Trust Company. Trading in Sector SPDRs and Technology 100 Index Fund shares on the Exchange is effected until 4:00 p.m. each business day. The minimum trading increment under Rule 127 for Sector SPDRs and Technology 100 Index Fund shares will be $\frac{1}{64}$ of \$1.00.

(e) *Original and annual listing fees.* The Amex original listing fee applicable to the listing of Sector SPDRs is \$5,000 per series (i.e., \$45,000 for the nine series listed above). In addition, the annual listing fee applicable to Sector SPDRs under Section 141 of the Amex Company Guide will be based upon the year-end aggregate number of outstanding Sector SPDRs in all nine series.

The original listing fee applicable to the single series of the Technology 100 Index Fund will be \$5,000, and the annual listing fee applicable to such series will be based upon the year-end

¹⁴ The value of one creation unit will be between \$1 million and \$1.5 million. Telephone conversation between Michael Cavalier, Associate General Counsel, Legal & Regulatory Policy, Amex, and Heather Seidel, Attorney, Division, Commission, on August 28, 1998.

aggregate number of outstanding shares of the Technology 100 Index Fund.

(f) *Stop and stop limit orders.* Amex Rule 154, Commentary .04(c) provides that stop and stop limit orders to buy or sell a security (other than an option, which is covered by Rule 950(f) and Commentary thereto) the price of which is derivatively priced based upon another security or index of securities, may with the prior approval of a Floor Official, be elected by a quotation, as set forth in Commentary .04(c) (i-v). The Exchange has designated Index Fund Shares, including Sector SPDRs and shares of the Technology 100 Index Fund, as eligible for this treatment.¹⁵

(g) *Trading halts.* In addition to other factors that may be relevant, the Exchange may consider factors such as those set forth in Rule 918C(b) in exercising its discretion to halt or suspend trading in Index Fund Shares, including Sector SPDRs and Technology 100 Index Fund shares. These factors would include (1) the current calculation of the numerical index value derived from the current market prices of the underlying stocks in such stock index group is not available; (2) trading in one or more of the underlying stocks comprising such stock index group has been halted in the primary market(s) under circumstances which indicate that such stock or stocks will likely re-open at a price or prices significantly different than the price or prices at which such stock or stocks last traded prior to the halt; (3) the extent to which trading is not occurring in stocks underlying the index; (4) other unusual conditions or circumstances detrimental to the maintenance of a fair and orderly market are present.¹⁶

(h) *Disclosure.* Member firms will be informed by an information circular, prior to the commencement of trading, that investors purchasing Sector SPDRs or Technology 100 Index Fund shares will be required to receive a fund prospectus prior to, or concurrently with, the confirmation of a transaction within.

(2) Statutory Basis

The Exchange believes that the proposed rule change is consistent with

¹⁵ See Securities Exchange Act Release No. 29063, n. 9 (April 10, 1991), 56 FR 15652 (April 17, 1991) (order approving File No. SR-Amex-90-31 regarding Exchange designation of equity derivative securities as eligible for such treatment under Rule 154, Commentary .04(c)).

¹⁶ Amex circuit breaker rules will apply to the trading of Sector SPDRs and Technology 100 Index Fund shares. Telephone conversation between Michael Cavalier, Associate General Counsel, Legal & Regulatory Policy, Amex, and Heather Seidel, Attorney, Division, Commission, on August 28, 1998.

Section 6(b) of the Act,¹⁷ in general, and furthers the objectives of Section 6(b)(5),¹⁸ in particular in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, and, in general to protect investors and the public interest.

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

The proposed rule change will impose no burden on competition.

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

No written comments were solicited or received with respect to the proposed rule change.

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

Within 35 days of the date of publication of this notice in the **Federal Register** or within such longer period (i) as the Commission may designate up to 90 days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

(A) By order approve such proposed rule change, or

(B) Institute proceedings to determine whether the proposed rule change should be 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. Persons making written submissions should file six copies thereof with the Secretary, Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. 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 inspection and copying in the Commission's Public Reference Room. Copies of such filing will also be available for inspection and copying at the principal office of the Amex. All submissions should refer to the File No. SR-Amex-98-29 and should be submitted by September 30, 1998.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.¹⁹

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 98-24091 Filed 9-8-98; 8:45 am]

BILLING CODE 8010-01-M

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-40381; File No. SR-BSE-98-05]

Self-Regulatory Organizations; Notice of Filing and Order Granting Accelerated Approval of Proposed Rule Change by the Boston Stock Exchange, Inc. Relating to the Display of Limit Orders

August 27, 1998.

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 June 16, 1998, the Boston Stock Exchange, Inc. ("BSE" or "Exchange") filed with the Securities and Exchange Commission ("SEC" or "Commission") the proposed rule change. The proposed rule change, as amended, is described in Items I and II below, which Items have been prepared by the Exchange. The Exchange submitted to the Commission Amendment No. 1 to its proposed rule change on July 16, 1998,³ Amendment No. 2 to its proposal on August 6, 1998,⁴ and Amendment No. 3 on August 17, 1998.⁵ The Commission is publishing

¹⁹ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ In Amendment No. 1, the Exchange generally made technical changes to the Exchange's proposed rule and interpretive guidance. See Revised Rule Filing, received July 16, 1998 ("Amendment No. 1").

⁴ In Amendment No. 2, the Exchange generally made technical changes to the Exchange's proposed rule and interpretive guidance. See Letter from George W. Mann, Jr., Senior Vice President and General Counsel, Exchange, to Terri Evans, Attorney, Division of Market Regulation ("Division"), SEC, dated August 3, 1998 ("Amendment No. 2").

⁵ In Amendment No. 3, the Exchange generally made technical changes to the Exchange's interpretive guidance. See Letter from George W. Mann, Jr., Senior Vice President and General Counsel, Exchange, to Terri Evans, Attorney,

this notice and order to solicit comments on the proposed rule change from interested persons and to grant accelerated approval of the proposed rule change.

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

The Exchange seeks to incorporate the provisions of SEC Rule 11Ac1-4,⁶ Display of Customer Limit Orders, and interpretations thereto, into the Exchange rules to assist members and staff in ensuring compliance with its provisions. Proposed new language is italicized.

Chapter II

Dealings on the Exchange

* * * * *

Limit Order Display Rule

Sec. 40. All customer Limit Orders shall be immediately (defined as no later than 30 seconds) displayed upon receipt, unless specifically exempted under SEC Rule 11Ac1-4 of the Securities Exchange Act of 1934.

(a) More specifically, SEC Rule 11Ac1-4 provides that a specialist must, under normal market conditions, "immediately" (i.e., no later than 30 seconds) display such order in the bid or offer that reflects:

(i) the price and the full size of each customer limit order held by the specialist that is at a price that would improve the bid or offer price displayed by such specialist in such security; and

(ii) the full size of each customer limit order held by the specialist that:

(A) is priced equal to the bid or offer of such specialist for such security;

(B) is priced equal to the national best bid or offer; and

(C) represents more than a de minimus change in relation to the size associated with the specialist's bid or offer (more than 10% of the current quote size—must aggregate de minimus orders in calculating 10%).

(b) Exceptions. The requirements in paragraphs (i) and (ii) above shall not apply to any customer limit order:

(i) that is executed upon receipt of the order;

(ii) that is placed by a customer who expressly requests, either at the time that the order is placed or prior thereto, pursuant to an individually negotiated agreement with respect to such customer's orders, that the order not be displayed;

(iii) that is an odd-lot order;

Division, SEC, dated August 13, 1998 ("Amendment No. 3").

⁶ 17 CFR 240.11Ac1-4.

¹⁷ 15 U.S.C. 78f(b).

¹⁸ 15 U.S.C. 78f(b)(5).