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Dated at Rockville, Maryland, this 14th day of June 2010.

For The Nuclear Regulatory Commission.

Prosanta Chowdhury,

*Project Manager, EPR Projects Branch,
Division of New Reactor Licensing, Office of
New Reactors.*

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-62289; File No. SR-CTA/
CQ-2009-03]

Consolidated Tape Association; Order Approving the Fifteenth Substantive Amendment to the Second Restatement of the Consolidated Tape Association Plan and Eleventh Substantive Amendment to the Restated Consolidated Quotation Plan

June 14, 2010.

I. Introduction

On November 2, 2009, the Consolidated Tape Association (“CTA”) Plan and Consolidated Quotation (“CQ”) Plan participants (“Participants”) ¹ filed with the Securities and Exchange Commission (“SEC” or “Commission”) pursuant to Section 11A of the Securities Exchange Act of 1934 (“Act”),² and Rule 608 thereunder,³ a

¹ Each participant executed the proposed amendment. The Participants are: BATS Exchange, Inc.; Chicago Board Options Exchange, Incorporated; Chicago Stock Exchange, Inc.; Financial Industry Regulatory Authority, Inc.; International Securities Exchange LLC; NASDAQ OMX BX, Inc.; NASDAQ OMX PHLX, Inc.; The NASDAQ Stock Market LLC; National Stock Exchange, Inc.; New York Stock Exchange LLC; NYSE Amex, Inc.; and NYSE Arca, Inc.

² 15 U.S.C. 78k-1.

³ 17 CFR 242.608.

proposal ⁴ to amend the Second Restatement of the CTA Plan and Restated CQ Plan (collectively, the “Plans”).⁵ The proposal represents the fifteenth substantive amendment to the CTA Plan (“Fifteenth Amendment to the CTA Plan”) and the eleventh substantive amendment to the CQ Plan (“Eleventh Amendment to the CQ Plan”), and reflects changes unanimously adopted by the Participants. The Fifteenth Amendment to the CTA Plan and the Eleventh Amendment to the CQ Plan (“Amendments”) would amend the Plans to provide that the Participants pay the Network B Administrator a fixed annual fee in exchange for its performance of Network B administrator functions under the Plans. In addition, the Amendments seek to accommodate recent changes in names and addresses of certain Participants. The proposed Amendments were published for comment in the **Federal Register** on February 8, 2010.⁶ No comment letters were received in response to the Notice. This order approves the proposed amendments to the Plans.

II. Description of the Proposal

Section XII (“Financial Matters”) of the CTA Plan and Section IX (“Financial Matters”) of the CQ Plan each provide that a network’s Operating Expenses are to be deducted from the network’s Gross Income to determine the amounts that the network’s administrator distributes to the Participants. Section XII(c)(i) (“Determination of Operating Expenses”) of the CTA Plan currently provides that a CTA network’s Operating Expenses include all costs and expenses “associated with, relating to, or resulting from, the generation, consolidation or dissemination of the CTA’s network’s last sale price information.” Likewise, Section IX(c)(i) (“Determination of

⁴ On January 13, 2010, the CTA filed a revised transmittal letter indicating, among other technical changes, that the Participants also proposed to make changes in the names and addresses of certain Participants (“Transmittal Letter”).

⁵ See Securities Exchange Act Release Nos. 10787 (May 10, 1974), 39 FR 17799 (declaring the CTA Plan effective); 15009 (July 28, 1978), 43 FR 34851 (August 7, 1978) (temporarily authorizing the CQ Plan); and 16518 (January 22, 1980), 45 FR 6521 (January 28, 1980) (permanently authorizing the CQ Plan). The most recent restatement of both Plans was in 1995. The CTA Plan, pursuant to which markets collect and disseminate last sale price information for non-NASDAQ listed securities, is a “transaction reporting plan” under Rule 601 under the Act, 17 CFR 242.601, and a “national market system plan” under Rule 608 under the Act, 17 CFR 242.608. The CQ Plan, pursuant to which markets collect and disseminate bid/ask quotation information for listed securities, is a “national market system plan” under Rule 608 under the Act, 17 CFR 242.608.

⁶ See Securities Exchange Act Release No. 61457 (February 1, 2010), 75 FR 6229 (“Notice”).

Operating Expenses”) of the CQ Plan currently provides that a network’s Operating Expenses include all costs and expenses that the network’s administrator incurs in “collecting, processing and making available that CQ network’s quotation information.” The Network B Administrator stated that accounting for operating costs is administratively burdensome, especially the allocation of organization overhead costs to the Network B Administrator function. As a result, the Network B Participants proposed to pay the Network B Administrator a fixed fee in exchange for the services the Network B administrator performs on behalf of the Plans. Therefore, the Participants proposed to replace their payment to the Network B Administrator of Operating Costs with their payment to the Network B Administrator of a fixed fee.⁷

For calendar year 2009, the Network B Participants proposed to set the fixed fee at \$3,000,000. The Participants concluded that this amount would compensate the Network B Administrator for its Network B Administrative services during 2009 under both the CTA Plan and the CQ Plan. For each subsequent calendar year, the Network B Participants proposed to increase (but not decrease) the amount of the payment by the percentage increase (if any) in the annual cost-of-living adjustment that the U.S. Social Security Administration applies to Supplemental Security Income for the preceding calendar year, subject to a maximum annual increase of five percent.⁸ The Participants’ payment of the fixed fee will compensate the Network B Administrator for all ordinary and customary operating expenses that it incurs in performing the network administrator functions under the CTA and CQ Plans. However, it does not compensate the Network B Administrator for extraordinary expenses that the Network B Administrator may incur on behalf of the Network B Participants.

Extraordinary expenses include such things as that portion of legal and audit expenses and marketing and consulting

⁷ The Participants noted that the Network A Administrator similarly receives a fixed fee for its performance of administrative functions under the CTA and CQ Plans and the Participants understand that Nasdaq receives a fixed fee for its performance of administrative functions under the “Joint Self-Regulatory Organization Plan Governing the Collection, Consolidation and Dissemination of Quotation and Transaction Information for Nasdaq-Listed Securities Traded on Exchanges on an Unlisted Trading Privileges Basis” (“Nasdaq UTP Plan”).

⁸ See Notice, *supra* note 6 at 6230 for a more detailed description of how the fee will be assessed.

fees that are outside of the ordinary functions that the Network B Administrator performs.⁹

In addition, the Participants proposed to amend the Plans to reflect changes in the corporate names and street addresses of NASDAQ OMX BX, Inc. (formerly Boston Stock Exchange, Inc.), NASDAQ OMX PHLX, Inc. (formerly Philadelphia Stock Exchange, Inc.) and NYSE Amex, Inc. (formerly American Stock Exchange LLC). They also proposed to conform the language signifying the status of BATS Exchange, Inc. as a national securities exchange to the language used for the other Plan Participants.

III. Discussion

After careful review, the Commission finds that the Amendments to the Plans are consistent with the requirements of the Act and the rules and regulations thereunder,¹⁰ and, in particular, Section 11A(a)(1) of the Act¹¹ and Rule 608 thereunder¹² in that they are necessary or appropriate in the public interest, for the protection of investors and the maintenance of fair and orderly markets, to remove impediments to, and perfect the mechanisms of, a national market system. The Commission believes that paying a flat fee to the Network B Administrator should eliminate the need for the Network B Administrator to account for operating costs and thus make the administration of the Plans more efficient.¹³ Additionally, the Commission notes that every two years the Network B Administrator is required to provide a report detailing any significant changes to the administrative expenses during the preceding two years to enable the Participants to review and determine by majority vote whether to continue the Annual Fixed Payment at its then current level.

IV. Conclusion

It is therefore ordered, pursuant to Section 11A of the Act,¹⁴ and the rules

⁹ The Commission notes that the Transmittal Letter accompanying the proposed Amendments included language not voted on by the Participants and thus of no legal consequence: "Network B Administrator will not incur any extraordinary expense on behalf of the Network B Participants unless the Network B Participants determine by majority vote to approve the incurrence of that extraordinary expense."

¹⁰ The Commission has considered the proposed amendments' impact on efficiency, competition, and capital formation. 15 U.S.C. 78c(f).

¹¹ 15 U.S.C. 78k-1(a)(1).

¹² 17 CFR 240.608.

¹³ The Commission notes that the Network A Administrator under the CTA Plan and CQ Plan and Nasdaq under the Nasdaq UTP Plan similarly receive a fixed fee for the performance of administrative functions.

¹⁴ 15 U.S.C. 78k-1.

thereunder, that the proposed amendments to the CTA and CQ Plans are approved.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁵

Florence E. Harmon,
Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-62280]

Order Granting Application for Extension of a Temporary Conditional Exemption Pursuant to Section 36(a) of the Exchange Act by the International Securities Exchange, LLC Relating to the Ownership Interest of International Securities Exchange Holdings, Inc. in an Electronic Communications Network

June 11, 2010.

I. Introduction

On December 22, 2008, the Securities and Exchange Commission ("Commission") approved a proposal filed by the International Securities Exchange, LLC ("ISE" or "Exchange") in connection with corporate transactions (the "Transactions") in which, among other things, the parent company of ISE, International Securities Exchange Holdings, Inc. ("ISE Holdings"), purchased a 31.54% ownership interest in Direct Edge Holdings LLC ("Direct Edge"), the owner and operator of Direct Edge ECN ("DECN"), a registered broker-dealer and electronic communications network ("ECN").¹ Following the closing of the Transactions (the "Closing"), Direct Edge's wholly-owned subsidiary, Maple Merger Sub LLC ("Merger Sub") began to operate a marketplace for the trading of U.S. cash equity securities by Equity Electronic Access Members of ISE (the "Facility"), under ISE's rules and as a "facility," as defined in Section 3(a)(2) of the Securities Exchange Act of 1934 ("Exchange Act"),² of ISE.³

¹⁵ 17 CFR 200.30-3(a)(27).

¹ See Securities Exchange Act Release No. 59135 (December 22, 2008), 73 FR 79954 (December 30, 2008) (order approving File No. SR-ISE-2008-85).

² 15 U.S.C. 78c(a)(2).

³ Under Section 3(a)(2) of the Act, the term "facility," when used with respect to an exchange, includes "its premises, tangible or intangible property whether on the premises or not, any right to the use of such premises or property or any service thereof for the purpose of effecting or reporting a transaction on an exchange (including, among other things, any system of communication to or from the exchange, by ticker or otherwise, maintained by or with the consent of the exchange),

DECN, which operates as an ECN and submits its limit orders to the Facility for display and execution, is an affiliate of ISE through ISE Holdings' equity interest in DE Holdings. DECEN also is a facility, as defined in Section 3(a)(2) of the Exchange Act, of ISE because it is an affiliate of ISE used for the purpose of effecting and reporting securities transactions. Because DECEN is a facility of ISE, ISE, absent exemptive relief, would be obligated under Section 19(b) of the Exchange Act to file with the Commission proposed rules governing the operation of DECEN's systems and subscriber fees.

On December 22, 2008, the Commission exercised its authority under Section 36 of the Exchange Act to grant ISE a temporary exemption, subject to certain conditions, from the requirements under Section 19(b) of the Exchange Act with respect to DECEN's proposed rules.⁴ On June 19, 2009, the Commission extended this temporary exemption for an additional 180 days, subject to certain conditions.⁵ On December 16, 2009, the Commission further extended the temporary exemption for an additional 180 days, subject to certain conditions.⁶

On May 19, 2010, ISE filed with the Commission, pursuant to Rule 0-12⁷ under the Exchange Act, an application under Section 36(a)(1) of the Exchange Act⁸ to extend the relief granted in the Exemption Order through August 31, 2010.⁹ This order grants ISE's request, subject to the satisfaction of certain conditions, which are outlined below.

II. Application for an Extension of the Temporary Conditional Exemption From the Section 19(b) Rule Filing Requirements

On May 19, 2010, ISE requested that the Commission exercise its authority under Section 36 of the Exchange Act to temporarily extend, subject to certain conditions, the temporary conditional exemption granted in the Exemption Order from the rule filing procedures of Section 19(b) of the Exchange Act in

and any right of the exchange to the use of any property or service."

⁴ See Securities Exchange Act Release No. 59133 (December 22, 2008), 73 FR 79940 (December 30, 2008) ("Exemption Order").

⁵ See Securities Exchange Act Release No. 60152 (June 19, 2009), 74 FR 30334 (June 25, 2009) ("June Extension").

⁶ See Securities Exchange Act Release No. 61174 (December 16, 2009), 74 FR 68294 (December 23, 2009) ("December Extension").

⁷ 17 CFR 240.0-12.

⁸ 15 U.S.C. 78mm(a)(1).

⁹ See letter from Michael J. Simon, General Counsel and Secretary, ISE, to Elizabeth M. Murphy, Secretary, Commission, dated May 19, 2010 ("Extension Request").