

disclosure will also address Merrill Lynch's resulting conflict of interest in recommending BlackRock.

4. The Applicant will require the BlackRock Advisory Subsidiaries to comply with subsection (a)(2)(iii)(C) of the Cash Solicitation Rule. Further, the Applicant represents that it will require the BlackRock Advisory Subsidiaries to continue to comply with subsection (A)(2) of the Independent Solicitor Provision. To comply with subsection (a)(2)(iii)(C) of the Cash Solicitation Rule, the Applicant agrees to require the BlackRock Advisory Subsidiaries to make a bona fide effort to ascertain whether ML Broker-Dealers have complied with the terms of the BLK-MER Referral Agreement, any amendment thereof, or any subsequently executed referral agreement with ML Broker-Dealers, and have a reasonable basis for believing that ML Broker-Dealers have so complied.

For the Commission, by the Division of Investment Management, under delegated authority.

**Florence E. Harmon,**  
*Deputy Secretary.*

[FR Doc. 2010-196 Filed 1-8-10; 8:45 am]

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## SECURITIES AND EXCHANGE COMMISSION

### Sunshine Act Meeting Notice

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 a Closed Meeting on Thursday, January 14, 2010 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 also may 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)(3), (5), (7), 9(B) and (10) and 17 CFR 200.402(a)(3), (5), (7), 9(ii) and (10), permit consideration of the scheduled matters at the Closed Meeting.

Commissioner Paredes, as duty officer, voted to consider the items listed for the Closed Meeting in a closed session.

The subject matter of the Closed Meeting scheduled for Thursday, January 14, 2010 will be:

[I]nstitution and settlement of injunctive actions; institution and settlement of

administrative proceedings; consideration of amicus participation; and Other matters relating to enforcement proceedings.

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: January 7, 2010.

**Elizabeth M. Murphy,**  
*Secretary.*

[FR Doc. 2010-391 Filed 1-7-10; 4:15 pm]

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-61263; File No. SR-DTC-2009-19]

### Self-Regulatory Organizations; the Depository Trust Company; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Revise Fee Schedule

December 30, 2009.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),<sup>1</sup> notice is hereby given that on December 24, 2009, the Depository Trust Company ("DTC") 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 primarily by DTC. DTC filed the proposal pursuant to Section 19(b)(3)(A)(iii) of the Act<sup>2</sup> and Rule 19b-4(f)(4)<sup>3</sup> thereunder so that the proposal was 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 purpose of the proposed rule change is to revise fees for certain DTC services.

#### II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, DTC 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. DTC has prepared summaries, set forth in sections (A), (B) and (C) below, of the most significant aspects of such statements.<sup>4</sup>

#### (A) Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

DTC proposes increasing certain existing service fees and introducing fees associated with new service capabilities. Increased fees are proposed for existing services related to Deposits, Custody and Asset Servicing, Underwriting and Dividends, Book-Entry Delivery, and Money Market Instruments. These changes are intended to realign the fees with DTC's corresponding service costs, scale the fees to reflect processing complexity, and create fee simplification and transparency.

In addition, DTC will increase and implement certain disincentive fees to discourage activities that increase industry inefficiencies. This includes fee increases for reject processing services and for exception processing related to Deposit and Withdrawal activities and Custody. It also includes a new password reset fee.<sup>5</sup>

New fees are proposed for recently-developed services related to Underwriting, Deposits, and Reorganization. The new fees include an Underwriting fee for Incomplete Eligibility Information and Older Issue Eligibility, a Reorganization fee structure for Survivor Options, and a new Long Position fee for issues with a large number of shares but low market value.

These proposed fee revisions are consistent with DTC's overall pricing philosophy of aligning service fees with underlying costs, discouraging manual and exception processing, and encouraging immobilization and dematerialization of securities. The effective date for these fee adjustments is January 4, 2010. The changes to DTC's Fee Schedule can be found in Exhibit 5 to proposed rule change SR-DTC-2009-19 at [http://www.dtcc.com/downloads/legal/rule\\_filings/2009/dtc/2009-19.pdf](http://www.dtcc.com/downloads/legal/rule_filings/2009/dtc/2009-19.pdf).

DTC believes that the proposed rule change is consistent with the requirements of Section 17A of the Act<sup>6</sup>

<sup>4</sup> The Commission has modified the text of the summaries prepared by DTC.

<sup>5</sup> The password reset fee would apply after an initial allowance of two password resets at no cost.

<sup>6</sup> 15 U.S.C. 78q-1.

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 15 U.S.C. 78s(b)(3)(A)(iii).

<sup>3</sup> 17 CFR 240.19b-4(f)(4).