copy of the order, the FOF Participation Agreement, and the list with any updated information for the duration of the investment and for a period of not less than six years thereafter, the first two years in an easily accessible place.

10. Before approving any advisory contract under section 15 of the Act, the board of directors or trustees of each Investing Management Company including a majority of the disinterested directors or trustees, will find that the advisory fees charged under such contract are based on services provided that will be in addition to, rather than duplicative of, the services provided under the advisory contract(s) of any Fund in which the Investing Management Company may invest. These findings and their basis will be fully recorded in the minute books of the appropriate Investing Management Company.

11. Any sales charges and/or service fees charged with respect to shares of a Fund of Funds will not exceed the limits applicable to a fund of funds as set forth in NASD Conduct Rule 2830.

12. No Fund will acquire securities of an investment company or company relying on section 3(c)(1) or 3(c)(7) of the Act in excess of the limits contained in section 12(d)(1)(A) of the Act, except to the extent the Fund acquires securities of another investment company pursuant to exemptive relief from the Commission permitting the Fund to acquire securities of one or more investment companies for short-term cash management purposes.

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

**Brent J. Fields,**

*Secretary.*

[FR Doc. 2016–06785 Filed 3–24–16; 8:45 am]

**BILLING CODE 8011–01–P**

## SECURITIES AND EXCHANGE COMMISSION

**[Release No. 34–77412; File No. SR–ISEMercury–2016–06]**

## Self-Regulatory Organizations; ISE Mercury, LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend the Schedule of Fees

March 21, 2016.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the ''Act''),[1] and Rule 19b–4 thereunder,[2] notice is hereby given that on March 10, 2016, ISE Mercury, LLC (the ''Exchange'' or ''ISE Mercury'') 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 by the self-regulatory organization. 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**

ISE Mercury proposes to amend its Schedule of Fees to count 100% of eligible traded volume preferenced to a Market Maker towards that member's volume tiers. The text of the proposed rule change is available on the Exchange's Internet Web site at *http://www.ise.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 self-regulatory organization 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

On March 10, 2016, ISE Mercury filed a proposed rule change to introduce fee and rebate tiers for Market Maker[3] and Priority Customer[4] orders based on the average daily volume (''ADV'') that a member executes in Priority Customer orders.[5] Pursuant to that proposed rule change, the Exchange will assess fees and rebates for Market Maker and Priority Customer orders based on five tiers of Total Affiliated Priority Customer ADV:[6] 0–19,999 contracts (''Tier 1''), 20,000–39,999 contracts (''Tier 2''), 40,000–59,999 contracts (''Tier 3''), 60,000–79,999 contracts (''Tier 4''), and 80,000 or more contracts (''Tier 5'').[7] As is the case on ISE Mercury's affiliated exchanges—the International Securities Exchange, LLC (''ISE'') and ISE Gemini, LLC (''ISE Gemini'')—the Exchange's ADV calculation will also include volume executed by affiliated members. In particular, the Exchange will aggregate all eligible volume from affiliated members in determining applicable tiers, provided that there is at least 75% common ownership between the members as reflected on the member's Form BD, Schedule A. While this method of aggregating volume is beneficial to large firms with multiple affiliated members, the Exchange believes that it is important to give smaller firms the ability to compete for more favorable fees and rebates. The Exchange therefore proposes to adopt ADV tiers that are based on preferenced volume—*i.e.,* volume directed to a specific Market Maker as provided in Supplementary Material .03 to Rule 713.[8] In particular, the Exchange proposes to give Market Makers volume credit for 100% of eligible traded volume preferenced to that member,[9] regardless of the actual allocation that the Market Maker receives. For example, assume Market Maker ABC is quoting at the national best bid or offer (''NBBO'') and receives a Preferenced Order for 10 contracts from an unaffiliated firm for the account of a Priority Customer. If there are other Market Makers quoting at the NBBO, Market Maker ABC may receive an allocation of 4 contracts—*i.e.,* 40% of the order. Rather than counting only the 4 contracts executed towards

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

[2] 17 CFR 240.19b–4.

[3] The term Market Makers refers to ''Competitive Market Makers'' and ''Primary Market Makers'' collectively.

[4] A ''Priority Customer'' is a person or entity that is not a broker/dealer in securities, and does not place more than 390 orders in listed options per day on average during a calendar month for its own beneficial account(s), as defined in ISE Mercury Rule 100(a)(37A).

[5] *See* ISE Mercury–2016–05.

[6] The Total Affiliated Priority Customer ADV category includes all Priority Customer volume executed on the Exchange in all symbols and order types, including volume executed in the PIM, Facilitation, and QCC mechanisms.

[7] The highest tier threshold attained applies retroactively in a given month to all eligible traded contracts and applies to all eligible market participants. Any day that the market is not open for the entire trading day or the Exchange instructs members in writing to route their orders to other markets may be excluded from the ADV calculation; provided that the Exchange will only remove the day for members that would have a lower ADV with the day included.

[8] An Electronic Access Member (''EAM'') may designate a ''Preferred Market Maker'' on orders it enters into the System (''Preferenced Orders''). Supplementary Material .03 to Rule 713 describes the Exchange's rules concerning Preferenced Orders.

[9] ''Eligible volume'' refers to volume that would otherwise count towards to applicable volume tier. In the case of ADV thresholds based on Total Affiliated Priority Customer ADV, as currently implemented on ISE Mercury, all Priority Customer volume would be ''eligible.'' *See* note 6 supra.

the Market Maker's volume total, the Exchange now proposes to give that Market Maker credit for the full 10 contracts preferenced to it. This is the same credit the member would receive if the 10 contracts were sent to the exchange by an affiliated member, and the Exchange believes that this will put smaller Market Makers on more equal footing with large firms that benefit from affiliated volume.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,[10] in general, and Section 6(b)(4) of the Act,[11] in particular, in that it is designed to provide for the equitable allocation of reasonable dues, fees, and other charges among its members and other persons using its facilities. The Exchange believes that the proposed fee change is reasonable and equitable as it provides an additional way for members to increase volume used to qualify for lower fees and higher rebates. The Exchange has adopted volume based fees and rebates in another proposed rule change filed with the Commission. While volume based fees and rebates based on affiliated volume benefit Market Makers that have affiliated order routers, the Exchange believes that smaller Market Makers that attract order flow from non-affiliated firms should similarly be able to compete for more favorable fees and rebates. Preferred Market Makers attract order flow by establishing appropriate relationships with one or more EAMs that send Preferenced Orders to the Exchange. Although Preferred Market Makers may not be allocated the full volume orders preferenced to them, the Exchange believes that it is reasonable and equitable to give these Market Makers full credit for the volume of orders that they have attracted to ISE Mercury. This will put smaller Market Makers that are not affiliated with an order routing firm on more equal footing with large firms that benefit from affiliated volume today. In addition, the Exchange does not believe that it is unfairly discriminatory to provide this incentive specifically to Preferred Market Makers. As explained above, Preferred Market Makers attract order flow to the Exchange by establishing relationships with EAMs that direct Preferenced Orders to them. Moreover, all Market Makers are eligible to become Preferred Market Makers provided that they meet the quoting obligations expected of such firms.[12]

[10] 15 U.S.C. 78f.

[11] 15 U.S.C. 78f(b)(4).

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

In accordance with Section 6(b)(8) of the Act,[13] the Exchange does not believe that the proposed rule change will impose any burden on intermarket or intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. To the contrary, the Exchange believes that the proposed rule change will increase competition by allowing smaller Market Makers to compete for more favorable fees and rebates. As currently implemented, Market Makers that are affiliated with an order router are advantaged relative to other firms in achieving volume based fees and rebates. Although the Exchange continues to believe that counting volume across affiliated members is appropriate,[14] the Exchange also believes that Market Makers whose relationships attract Preference Orders should also receive similar benefits. As explained above, these Market Makers attract significant volume to the Exchange but currently only receive volume credit for a portion of that volume. The proposed rule change is designed to level the playing field between these members and their competitors that already benefit from affiliated volume. The Exchange operates in a highly competitive market in which market participants can readily direct their order flow to competing venues. For the reasons described above, the Exchange believes that the proposed fee change reflects this competitive environment.

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

The Exchange has not solicited, and does not intend to solicit, comments on this proposed rule change. The Exchange has not received any unsolicited written comments from members or other interested parties.

**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] and subparagraph (f)(2) of Rule 19b–4 thereunder,[16] because it establishes a due, fee, or other charge imposed by ISE Mercury.

[12] Preferred Competitive Market Makers have quoting obligations that mirror those for Primary Market Makers. *See* Supplementary Material .03(d) to Rule 713 and Rule 804(e)(2)(iii).

[13] 15 U.S.C. 78f(b)(8).

[14] *See* note 5 supra.

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

At any time within 60 days of the filing of such proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or 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–ISEMercury–2016–06 on the subject line.

*Paper Comments*

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

All submissions should refer to File Number SR–ISEMercury–2016–06. 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

[16] 17 CFR 240.19b–4(f)(2).

10:00 a.m. and 3:00 p.m. Copies of such 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–ISEMercury–2016–06, and should be submitted on or before April 15, 2016.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[17]

**Brent J. Fields,**

*Secretary.*

[FR Doc. 2016–06746 Filed 3–24–16; 8:45 am]

**BILLING CODE 8011–01–P**

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**SECURITIES AND EXCHANGE COMMISSION**

**[Release No. 34–77409; File No. SR–ISEMercury–2016–05]**

## Self-Regulatory Organizations; ISE Mercury, LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend the Schedule of Fees

March 21, 2016.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the ''Act''),[1] and Rule 19b–4 thereunder,[2] notice is hereby given that on March 10, 2016, ISE Mercury, LLC (the ''Exchange'' or ''ISE Mercury'') 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 by the self-regulatory organization. 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

ISE Mercury proposes to amend its Schedule of Fees by adopting volume-based tiered rebates and fees. These tiers are determined by a member's average daily volume of Priority Customer orders traded on the Exchange. The text of the proposed rule change is available on the Exchange's Internet Web site at *http://www.ise.com,* at the principal office of the Exchange, and at the Commission's Public Reference Room.

[17] 17 CFR 200.30–3(a)(12).

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

[2] 17 CFR 240.19b–4.

### 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 self-regulatory organization 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

ISE Mercury is proposing to amend its Schedule of Fees to establish volume-based tiered rebates and fees (the ''Member Volume Program'' or ''MVP''). The MVP tiers are determined by a member's average daily volume (''ADV'') of Priority Customer[3] Regular Orders,[4] in Penny and Non-Penny Pilot Symbols,[5] traded on the Exchange. The Exchange will also aggregate the trading activity of affiliated members in determining this ADV.[6] ISE Mercury believes the proposed fee and rebate tiers will incentivize firms to increase Priority Customer order flow to the Exchange. The Exchange is also proposing Penny and Non-Penny Symbol fees for both Crossing Orders and Responses to Crossing Orders. Finally, the Exchange proposes to offer Market Makers[7] a per contract discount when trading against Non-Priority Customer orders.

The Member Volume Program

Currently, the fees and rebates assessed for Regular Orders in standard options that are in the Penny Pilot are: (1) $0.20 per contract for Market Maker orders,[8] (2) $0.47 per contract for Non-ISE Mercury Market Maker,[9] Firm Proprietary[10]/Broker-Dealer,[11] and Professional Customer[12] orders; and (3) ($0.18) per contract for Priority Customer orders. The transaction fees and rebates assessed for Regular Orders that are not in the Penny Pilot are: (1) $0.20 per contract for Market Maker orders; (2) $0.90 per contract for Non-ISE Mercury Market Maker, Firm Proprietary/Broker-Dealer, and Professional Customer orders; and (3) ($0.18) per contract for Priority Customer orders.

The Exchange proposes to amend the above fees and rebates so that they will be based on a member's ADV of Priority Customer orders traded in a given month and the highest tier threshold attained applies retroactively in a given month to all eligible traded contracts and applies to all eligible market participants. This Priority Customer ADV includes all Priority Customer volume executed on the Exchange in all symbols and order types, including volume executed in the Price Improvement Mechanism (''PIM'') and the Facilitation and Qualified Contingent Cross mechanisms.

Further, the Exchange will aggregate the trading activity of separate members in calculating Priority Customer ADV provided there is at least 75% common ownership between the firms as reflected on each firm's Form BD, Schedule A. The Exchange believes that aggregating this volume across members that share at least 75% common ownership will allow members to continue to execute trades on the Exchange through separate broker-dealer entities for different types of

[3] A Priority Customer is a person or entity that is not a broker/dealer in securities, and does not place more than 390 orders in listed options per day on average during a calendar month for its own beneficial account(s).

[4] A Regular Order is an order that consists of only a single option series and is not submitted with a stock leg.

[5] Under the Penny Pilot, the minimum price variation for all participating options classes, except for the Nasdaq-100 Index Tracking Stock (''QQQ''), the SPDR S&P 500 Exchange Traded Fund (''SPY'') and the iShares Russell 2000 Index Fund (''IWM''), is $0.01 for all quotations in options series that are quoted at less than $3 per contract and $0.05 for all quotations in options series that are quoted at $3 per contract or greater. The proposed fees and rebates for Penny Pilot symbols apply to all classes in the Penny Pilot, *i.e.,* to series that are quoted at less than $3 that have a minimum price variation of $0.01 and to series that are quoted at $3 or more that have an minimum price variation of $0.05. QQQ, SPY, and IWM are quoted in $0.01 increments for all options series.

[6] Aggregation is necessary and appropriate because certain members conduct customer and market maker trading activity through separate but related broker-dealers.

[7] The term Market Makers refers to ''Competitive Market Makers'' and ''Primary Market Makers'' collectively. Market Maker orders sent to the Exchange by an Electronic Access Member are assessed fees at the same level as Market Maker orders.

[8] This fee applies to ISE Mercury Market Maker orders sent to the Exchange by Electronic Access Members.

[9] A Non-ISE Mercury Market Maker, or Far Away Market Maker (''FARMM''), is a market maker as defined in Section 3(a)(38) of the Securities Exchange Act of 1934, as amended (''Exchange Act''), registered in the same options class on another options exchange.

[10] A Firm Proprietary order is an order submitted by a member for its own proprietary account.

[11] A Broker-Dealer order is an order submitted by a member for a non-member broker-dealer account.

[12] A Professional Customer is a person who is not a broker/dealer and is not a Priority Customer.