

Act of 1934, that trading in securities of the above-listed companies is suspended for the period from 9:30 a.m. EDT on June 13, 2007, through 11:59 p.m. EDT on June 26, 2007.

By the Commission.

**Jill M. Peterson,**

*Assistant Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-55866; File No. SR-NYSEArca-2007-44]

### Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to Rule 14.3—References to Wave Securities, L.L.C.

June 6, 2007.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on May 15, 2007, NYSE Arca, Inc. (the “Exchange”) 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 substantially prepared by the Exchange. The Exchange filed the proposed rule change pursuant to Section 19(b)(3)(A) of the Act<sup>3</sup> and Rule 19b-4(f)(6) thereunder, which renders it effective upon filing with the Commission.<sup>4</sup> 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 Exchange, through its wholly owned subsidiary, NYSE Arca Equities, Inc. (“NYSE Arca Equities” or “Corporation”), proposes to amend NYSE Arca Equities Rule 14.3 to remove obsolete references to Wave Securities, L.L.C. (“Wave Securities”). The text of the proposed rule change is available at the Exchange, the Commission’s Public Reference Room, and <http://www.nyse.com>.

#### 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

The Corporation proposes to amend NYSE Arca Equities Rule 14.3 to remove references to Wave Securities. In the first quarter of 2006, the Corporation sold Wave Securities, a wholly owned introducing broker subsidiary, to Merrill Lynch & Co., Inc. This sale terminated any affiliation between the Corporation and Wave Securities. Previously, in the second quarter of 2003, Archipelago Securities succeeded Wave Securities and assumed Wave Securities’ outbound router function. As a result, the Corporation is removing from its rules the obsolete references to Wave Securities and replacing them, where applicable, with Archipelago Securities.

###### 2. Statutory Basis

The proposed rule change is consistent with the provisions of Section 6 of the Act,<sup>5</sup> in general and with Section 6(b)(5) of the Act,<sup>6</sup> 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 facilitating transactions in securities, and to remove impediments to and perfect the mechanism of a free and open market and a national market system.

##### B. Self-Regulatory Organization’s Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

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

The Exchange has neither solicited nor received written comments on the proposed rule change.

#### 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)(iii) of the Act<sup>7</sup> and subparagraph (f)(6) of Rule 19b-4<sup>8</sup> thereunder because it does not: (i) Significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest.<sup>9</sup> At any time within 60 days of the filing of such proposed rule change, the Commission may summarily abrogate 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.

#### 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 e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-NYSEArca-2007-44 on the subject line.

##### Paper Comments

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

<sup>7</sup> 15 U.S.C. 78s(b)(3)(A)(iii).

<sup>8</sup> 17 CFR 240.19b-4(f)(6).

<sup>9</sup> Rule 19b-4(f)(6)(iii) requires that a self-regulatory organization submit to the Commission written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Commission has decided to waive the five-day pre-filing notice requirement.

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

<sup>2</sup> 17 CFR 240.19b-4.

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

<sup>4</sup> 17 CFR 240.19b-4(f)(6).

<sup>5</sup> 15 U.S.C. 78f.

<sup>6</sup> 15 U.S.C. 78f(b)(5).

All submissions should refer to File Number SR-NYSEArca-2007-44. 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 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 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-NYSEArca-2007-44 and should be submitted on or before July 6, 2007.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>10</sup>

Nancy M. Morris,  
Secretary.

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-55890; File No. SR-NYSEArca-2007-37]

### Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing and Order Granting Accelerated Approval of Proposed Rule Change to List and Trade Shares of the Four Funds of StateShares, Inc.

June 8, 2007.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on April 10, 2007, NYSE Arca, Inc. ("NYSE Arca" or "Exchange"), through its wholly owned subsidiary NYSE Arca Equities, Inc. ("NYSE Arca Equities"), filed with the

Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I and II below, which Items have been substantially prepared by the Exchange. The Commission is publishing this notice and order to solicit comments on the proposed rule change from interested persons and to approve the proposed rule change on an accelerated basis.

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

The Exchange proposes to list and trade shares ("Shares") of the following four funds ("Funds") of StateShares™, Inc. ("Company") based on certain underlying securities indexes ("Indexes" or the "Underlying Indexes") pursuant to NYSE Arca Equities Rule 5.2(j)(3):

- StateShares™ Georgia 50 Exchange-Traded Fund
- StateShares™ North Carolina 50 Exchange-Traded Fund
- StateShares™ Virginia 50 Exchange-Traded Fund
- StateShares™ Washington 50 Exchange-Traded Fund

The text of the proposed rule change is available on the Exchange's Web site at <http://www.nyse.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 III 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

The Exchange proposes to list the Shares of the Funds. The Company is an investment company with 22 series of underlying fund portfolios and is registered under the Investment Company Act of 1940 ("1940 Act").<sup>3</sup>

Each Fund is registered with the Commission under the 1940 Act as an open-end, non-diversified management investment company. Each Fund's investment objective is to seek to track the performance, before fees and expenses, of a particular Underlying Index, as described more fully below. Each Fund focuses on a different geographic index.

Under NYSE Arca Equities Rule 5.2(j)(3), the Exchange may list and/or trade pursuant to unlisted trading privileges ("UTP") "Investment Company Units" ("ICUs").<sup>4</sup> The Funds do not meet the "generic" listing requirements of NYSE Arca Equities Rule 5.2(j)(3) applicable to the listing of ICUs pursuant to Rule 19b-4(e) under the Act,<sup>5</sup> and thus cannot be listed without a filing made pursuant to Rule 19b-4 under the Act.<sup>6</sup> Specifically, the Indexes underlying these four Shares do not meet the requirement of Commentary .01(a)(2) to NYSE Arca Equities Rule 5.2(j)(3) that, for component stocks representing at least 90% of the weight of the Underlying Index, each of such stocks has a minimum monthly trading volume during each of the last six months of at least 250,000 shares.<sup>7</sup>

*Operation of the Funds.* XShares Advisors LLC, a subsidiary of XShares Group LLC ("XG") would be the investment adviser ("Advisor") to the Funds. The Advisor is registered as an investment adviser under Section 203 of the Investment Advisers Act of 1940 ("Advisers Act").<sup>8</sup> The Advisor would have overall responsibility for the general management and administration of each Fund, subject to the supervision of the Funds' Board of Directors. Under the Investment Advisory Agreement, the Advisor would be responsible for arranging sub-advisory, transfer agency, custody, fund administration, and all

and accompanying Statement of Additional Information ("SAI") (File No. 333-139823) ("Registration Statement"). The Company was organized as a Maryland corporation on December 26, 2006.

<sup>4</sup> See Securities Exchange Act Release No. 41983 (October 6, 1999), 64 FR 56008 (October 15, 1999) (SR-PCX-1998-29) (approving NYSE Arca Equities Rule 5.2(j)(3)); Securities Exchange Act Release No. 44551 (July 12, 2001), 66 FR 37716 (July 19, 2001) (SR-PCX-2001-14) (approving generic listing standards for ICUs).

<sup>5</sup> 17 CFR 240.19b-4(e).

<sup>6</sup> 17 CFR 240.19b-4.

<sup>7</sup> As of April 4, 2007, stocks with a monthly trading volume during each of the last six months of at least 250,000 shares represented 88.26%, 87.63%, 84.28%, and 89.34% of the weight of the S&P Custom/StateShares™ Georgia 50 Index, S&P Custom/StateShares™ North Carolina 50 Index, S&P Custom/StateShares™ Virginia 50 Index, and S&P Custom/StateShares™ Washington 50 Index, respectively. Source: Bloomberg.

<sup>8</sup> 15 U.S.C. 80b.

<sup>10</sup> 17 CFR 200.30-3(a)(12).

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

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> See Post-Effective Amendment No. 1 to the Company's Registration Statement on Form N-1A, as filed with the Commission on February 28, 2007