

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-56779; File No. S7-26-07]

Nov. 9, 2007

NOTICE OF APPLICATION OF THE NATIONAL ASSOCIATION OF REALTORS FOR EXEMPTIVE RELIEF UNDER SECTIONS 15 AND 36 OF THE EXCHANGE ACT AND REQUEST FOR COMMENT

The National Association of Realtors[®] (“NAR”) has requested an exemption pursuant to Sections 15(a)(2) and 36(a) of the Securities Exchange Act of 1934 (“Exchange Act”) from the broker-dealer registration requirements of Section 15(a)(1) and the reporting and other requirements of the Exchange Act (other than Sections 15(b)(4) and 15(b)(6)), and the rules and regulations thereunder, that apply to a broker or dealer that is not registered with the Commission. Subject to the conditions specified in NAR’s application (“Application”) and discussed below, the requested exemption would permit a licensed real estate agent or broker who is predominantly engaged in and has substantial experience in the commercial real estate market and the real estate brokerage firm with which such agent or broker is licensed to receive compensation in the form described below for the sale of a TIC Security, as defined below.

In order to provide an opportunity for interested persons to comment on the Application, the Commission is publishing this notice and request for comment pursuant to Rule 0-12 under the Exchange Act. The Commission will carefully consider all comments submitted, and, should it determine to issue an exemption, could eliminate or add to, or modify, the conditions discussed below.

BACKGROUND

Section 15(a)(1) of the Exchange Act generally requires any broker or dealer who makes use of the mails or any instrumentality of interstate commerce to effect transactions in, or induce the purchase or sale of, any security to register with the Commission. Section 3(a)(4)(A) of the Exchange Act generally defines a “broker” as “any person engaged in the business of effecting

