

Exchange Commission, c/o Shirley Martinson, 6432 General Green Way, Alexandria, VA 22312; or send an e-mail to: *PRA\_Mailbox@sec.gov*.

Dated: June 22, 2007.

**Florence E. Harmon,**

*Deputy Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

[Release Nos. 33-8817; 34-55969; File No. 265-24]

### Advisory Committee on Improvements to Financial Reporting

**AGENCY:** Securities and Exchange Commission.

**ACTION:** Notice of Federal Advisory Committee Establishment and Notice of Meeting.

**SUMMARY:** The Chairman of the Securities and Exchange Commission (“Commission”) intends to establish the Securities and Exchange Commission Advisory Committee on Improvements to Financial Reporting (“Committee”).

The first meeting of the Committee will be held on August 2, 2007 in the Auditorium, Room L-002, at the Commission’s main offices, 100 F Street, NE., Washington, DC beginning at 10 a.m. The meeting will be open to the public. The public is invited to submit written statements with the Committee.

**ADDRESSES:** Comments may be submitted by any of the following methods:

#### Electronic Statements

- Use the Commission’s Internet submission form (<http://www.sec.gov/rules/other.shtml>); or
- Send an e-mail message to *rule-comments@sec.gov*. Please include File Number 265-24 on the subject line; or

#### Paper Comments

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

All submissions should refer to File No. 265-24. This file number should be included on the subject line if e-mail is used. To help us process and review your comments more efficiently, please use only one method. The Commission will post all comments on its Web site (<http://www.sec.gov/rules/other.shtml>). Comments also will be available for public inspection and copying in the

Commission’s Public Reference Room, 100 F Street, NE., Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. All comments received will be posted without change; we do not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

#### FOR FURTHER INFORMATION CONTACT:

James L. Kroeker at (202) 551-5360  
Deputy Chief Accountant, Office of the Chief Accountant, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-6561.

**SUPPLEMENTARY INFORMATION:** In accordance with the requirements of the Federal Advisory Committee Act, 5 U.S.C. App. 2 §§ 1-16, as amended, the Securities and Exchange Commission (“Commission”) is publishing this notice that the Chairman of the Commission intends to establish the Securities and Exchange Commission Advisory Committee on Improvements to Financial Reporting (the “Committee”). The Committee’s objective is to examine the U.S. financial reporting system, with a view to providing specific recommendations as to how unnecessary complexity in that system could be reduced and how that system could be made more useful to investors.

To achieve the Committee’s goals, between 14 and 18 members will be appointed who can effectively represent the varied interests affected by the range of issues to be considered. The Committee’s membership may include officers of public companies; board and audit committee members of public companies; accountants and securities lawyers who provide professional services to public companies; and investors, among others. The Committee’s membership will be fairly balanced in terms of the points of view represented and the functions to be performed.

The Committee may be established 15 days after the publication of this notice by filing a charter for the Committee complying with the Federal Advisory Committee Act, with the Committee on Banking, Housing, and Urban Affairs of the United States Senate and with the Committee on Financial Services of the United States House of Representatives. A copy of the charter will be filed with the Chairman of the Commission, furnished to the Library of Congress, placed in the Public Reference Room at the Commission’s headquarters, and posted on the Commission’s Web site at <http://www.sec.gov>. The Committee’s

charter would direct it to consider the following areas:

- The current approach to setting financial accounting and reporting standards, including (a) principles-based vs. rules-based standards, (b) the inclusion within standards of exceptions, bright lines, and safe harbors, and (c) the processes for providing timely guidance on implementation issues and emerging issues;
- The current process of regulating compliance by registrants and financial professionals with accounting and reporting standards;
- The current systems for delivering financial information to investors and accessing that information;
- Other environmental factors that may drive unnecessary complexity, including the possibility of being second-guessed, the structuring of transactions to achieve an accounting result, and whether there is a hesitance of professionals to exercise judgment in the absence of detailed rules;
- Whether there are current accounting and reporting standards that do not result in useful information to investors, or impose costs that outweigh the resulting benefits (the Committee could use one or two existing accounting standards as a “test case,” both to assist in formulating recommendations and to test the application of proposed recommendations by commenting on the manner in which such standards could be improved); and
- Whether the growing use of international accounting standards has an impact on the relevant issues relating to the complexity of U.S. accounting standards and the usefulness of the U.S. financial reporting system.

The Committee would be directed to conduct its work with a view to enhancing financial reporting for the benefit of investors, with an understanding that unnecessary complexity in financial reporting can be harmful to investors by reducing transparency and increasing the cost of preparing and analyzing financial reports. Our expectation is that the advisory committee would provide specific recommendations and action steps that can be implemented both in the near term and the long term.

The Committee will operate for approximately 12 months from the date it is established, unless, before the expiration of that time period, its charter is extended or renewed in accordance with the Federal Advisory Committee Act or unless the Commission determines that the

Committee's continuance is no longer in the public interest.

The Committee will meet at such intervals as are necessary to carry out its functions. The charter will provide that meetings of the full Committee are expected to occur no more frequently than twelve times per year. Meetings of subcommittees of the full Committee may occur more frequently.

The charter will provide that the duties of the Committee are to be solely advisory. The Commission alone will make any determinations of action to be taken and policy to be expressed with respect to matters within the Commission's authority with respect to which the Committee provides advice or makes recommendations.

The Chairman of the Commission affirms that the establishment of the Committee is necessary and in the public interest.

Furthermore, upon establishment of the Committee, and in accordance with section 10(a) of the Federal Advisory Committee Act, 5 U.S.C. App. 10a, notice is hereby given that the first meeting of the Committee will be held on August 2, 2007 in the Auditorium, room L-002 at the Commission's main offices, 100 F Street, NE., Washington, DC, beginning at 10 a.m. The meeting will be open to the public. The purpose of this meeting will be to discuss general organizational matters, to plan the progression of the Committee's work, and to begin discussions about the sources of unnecessary complexity and the barriers to investor transparency in the U.S. financial reporting system.

By the Commission.

Dated: June 27, 2007.

**Nancy M. Morris,**  
Committee Management Officer.

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-55949; File No. SR-Amex-2007-61]

### Self-Regulatory Organizations; American Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Clarify the Method by Which Specialists Execute Odd-Lot Market Orders in Rule 205—AEMI

June 25, 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>

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

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

notice is hereby given that on June 21, 2007, the American Stock Exchange LLC ("Amex" or "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 Amex. Amex has filed this proposal pursuant to Section 19(b)(3)(A) of the Act<sup>3</sup> and Rule 19b-4(f)(5) thereunder,<sup>4</sup> which renders it 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 Exchange proposes to adopt clarifying changes to Rule 205—AEMI to specify that a specialist on the Exchange executes unelected odd-lot market orders, along with all other outstanding unexecuted odd-lot market orders on the AEMI book, at the price of the specialist's quote 30 seconds after the later of (i) the entry of such order into AEMI or (ii) the last round-lot election of a previously entered odd-lot market order.

The text of the proposed rule change is available on Exchange's Web site (<http://www.amex.com>), at Amex'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, Amex 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. Amex 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, Proposed Rule Change

##### 1. Purpose

Pursuant to its most recent amendment, Rule 205—AEMI(b) currently specifies that, to the extent an odd-lot market order is not elected by a round-lot transaction within 30 seconds of entry into AEMI, such order will be executed against the specialist's quote

30 seconds after entry of the order into AEMI.<sup>5</sup>

The Exchange is now submitting the instant rule change to clarify, more consistently with the way the AEMI system has been configured, that such unelected unexecuted odd-lot market orders are executed, along with all other outstanding unexecuted odd-lot market orders on the AEMI book, at the price of the specialist's quote 30 seconds after the later of (i) the entry of such order into AEMI or (ii) the last round-lot election of a previously entered odd-lot market order.

While the current version of Rule 205—AEMI(b) implies that every odd-lot market order has a unique 30-second timer for execution (if not elected by virtue of an earlier round-lot transaction), the instant rule change is necessary to clarify that, in certain limited scenarios, an unelected odd-lot market order can receive executions in under 30 seconds (where tied to executions of earlier-entered odd-lot market orders)<sup>6</sup> and, in rare circumstances, more than 30 seconds.<sup>7</sup>

##### 2. Statutory Basis

The proposed rule change is designed to be consistent with Section 6(b) of the Act,<sup>8</sup> in general, and furthers the objectives of Section 6(b)(5) of the Act,<sup>9</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 remove impediments to and perfect the mechanism of a free and open market and national market system and, in

<sup>5</sup> See Securities Exchange Act Release No. 55762 (May 15, 2007), 72 FR 28529 (May 21, 2007).

<sup>6</sup> The Exchange estimates that executed odd-lot volume that may fall into this category is less than 15,000 shares per day, or less than 1.5% of all odd-lot executed volume and less than 0.03% of Amex executed volume.

<sup>7</sup> The Exchange estimates that this occurs only several times per day when, within a 30-second window, multiple odd-lot market orders are entered followed by round-lot transactions insufficient in size to elect all of them. In such circumstances, remaining unelected odd-lot market order(s) may take more than 30 seconds after their entry to execute, depending on the timing of subsequent round-lot transactions. For example, if three 50-share market buy orders are entered at :01, :02, and :03 seconds, followed at :29 seconds by execution of a new 100 share order at \$10, the first two market buy orders are both executed against the specialist at \$10 at :29 seconds. Then, the timer in AEMI resets back to zero, and the remaining 50-share market buy order is executed against the specialist upon the earlier of (i) the next round-lot transaction (at the price of said transaction) or (ii) the expiration of 30 seconds (at the price of the specialist's then best offer), resulting in execution anywhere from 26 to 56 seconds after original entry into AEMI.

<sup>8</sup> 15 U.S.C. 78f(b).

<sup>9</sup> 15 U.S.C. 78f(b)(5).

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

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