June 26, 2013

IM Ref. No. 20134121540

Credit Suisse High Yield Bond Fund
and Credit Suisse Asset Management
Income Fund, Inc.
File No. 811-08777

RESPONSE OF THE OFFICE OF CHIEF COUNSEL
DIVISION OF INVESTMENT MANAGEMENT

Your letter dated June 21, 2013 requests our assurance that we would not recommend enforcement action to the Securities and Exchange Commission ("Commission") under Section 5(b) or Section 6(a) of the Securities Act of 1933 (the "Securities Act") against Credit Suisse High Yield Bond Fund and Credit Suisse Asset Management Income Fund, Inc. (each a "Fund," and collectively, the "Funds"), each of which filed and had declared effective by the Commission a shelf registration statement on Form N-2 ("Registration Statement"), if a Fund files a post-effective amendment to its Registration Statement pursuant to Rule 486(b) under the Securities Act, under the circumstances set forth in your letter.

Background

You state that each Fund is a closed-end management investment company registered under the Investment Company Act of 1940 (the "Investment Company Act"). Each Fund filed and had declared effective by the Commission its Registration Statement pursuant to which it may issue common shares of beneficial interest or shares of common stock, as applicable, on a delayed basis in accordance with Rule 415(a)(1)(x) under the Securities Act and the positions of the Commission staff.[1] Credit Suisse Asset Management, LLC serves as the investment adviser to each Fund. Each Fund's common shares of beneficial interest or shares of common stock, as applicable, are registered under Section 12(b) of the Securities Exchange Act of 1934 and are listed and traded on the NYSE MKT. Credit Suisse High Yield Bond Fund has a fiscal year ending on October 31. Credit Suisse Asset Management Income Fund, Inc. has a fiscal year ending on December 31.

You state that each Fund's board of trustees/directors (the "Board"), including a majority of independent trustees/directors, has concluded that a continuously effective shelf registration statement would be beneficial to each Fund, its shareholders and potential investors. You state that each Fund, therefore, needs a continuously effective Registration Statement, and annually would have to file post-effective amendments to its Registration Statement pursuant to Section 8(c) of the Securities Act ("Post-Effective Amendments") to bring the Fund's financial statements up to date or to make other non-material changes. You further state that each Fund, its shareholders and potential investors would benefit if Post-Effective Amendments filed for the purpose of bringing the Fund's financial statements up to date or to make any other non-material changes were effective immediately, as permitted by Rule 486(b) under the Securities Act available to certain registered closed-end investment companies. You state that utilization of Rule 486(b) would help ensure that the Funds have the ability to raise capital as the opportunity arises, and could reduce expenses incurred by the Funds in the Post-Effective Amendment

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[1] *See Nuveen Virginia Premium Income Municipal Fund*, SEC Staff No-Action Letter (Oct. 6, 2006); *Pilgrim America Prime Rate Trust*, SEC Staff No-Action Letter (May 1, 1998) ("Pilgrim Letter").

process. You further state that due to the limited purpose for which the Funds would use Rule 486(b), no erosion of investor protection would occur and investors could have faster access to important information about the Funds, including their updated financial information.

Discussion

Rule 486(b) under the Securities Act, in relevant part, states that a post-effective amendment to a registration statement filed by a registered closed-end management investment company which makes periodic repurchase offers under Rule 23c-3 under the Investment Company Act ("Interval Fund") shall become effective on the date on which it is filed with the Commission, provided that certain conditions are met. The conditions of Rule 486(b) require, among other things, that the post-effective amendment be filed for no purpose other than, among other things, bringing the financial statements up to date or making non-material changes, and that the registrant make certain representations concerning the purpose for which the amendment is filed.

In adopting Rule 486(b) in 1994, the Commission recognized that Interval Funds may have a need to raise capital continuously, and therefore need continuously effective registration statements and would benefit if certain filings could become effective automatically.[2] The Commission staff in 1998 recognized that registered closed-end management investment companies such as the Funds, which are not Interval Funds, also may benefit from the flexibility to take advantage of favorable market conditions to raise additional capital through continuous or delayed offerings of their securities.[3] You assert that the Funds and their shareholders also would benefit if the Funds' Post-Effective Amendments that comply with the conditions of Rule 486(b) could become effective immediately pursuant to that Rule.

You represent that each filing made in reliance on the requested relief would be made in compliance with the conditions of Rule 486(b), and that each Fund will file a Post-Effective Amendment containing a prospectus pursuant to Section 8(c) of the Securities Act prior to any offering of its common shares of beneficial interest or shares of common stock, as applicable, at a price below net asset value. You also represent that in relying on the requested relief to sell shares of beneficial interest or shares of common stock, as applicable, each Fund will sell newly issued shares at a price no lower than the sum of the Fund's net asset value plus the per share commission or underwriting discount.[4]

Conclusion

Based on the facts and representations set forth in your letter, we would not recommend that the Commission take any enforcement action under Section 5(b) or Section 6(a) of the

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[2] *See* Post-Effective Amendments to Investment Company Registration Statements, Investment Company Act Release No. 20486 (Aug. 17, 1994), n.22 and accompanying text. An Interval Fund operates pursuant to a fundamental policy that requires the Interval Fund to make periodic offers to repurchase its common stock in an amount not less than five percent of the outstanding shares. *See* Rule 23c-3 under the Investment Company Act. These repurchase offers may create a need for the Interval Fund to replenish its assets by making a continuous or intermittent offering of its common stock. *See* Continuous or Delayed Offerings by Certain Closed-End Management Investment Companies; Automatic Effectiveness of Certain Registration Statements and Post-Effective Amendments, Investment Company Act Release No. 19391 (Apr. 7, 1993).

[3] *See* Pilgrim Letter, supra note 1, at n.12 and accompanying text.

[4] *See* Pilgrim Letter, supra note 1, at n.4 and accompanying text.

Securities Act against the Funds if the Funds file Post-Effective Amendments to their Registration Statements pursuant to Rule 486(b) under the Securities Act. This response expresses our view on enforcement action only and does not express any legal or interpretive conclusion on the issues presented. Because our position is based upon all of the facts and representations in your letter, any different facts or representations may require a different conclusion.[5] We note that each Fund has acknowledged that the staff may withdraw any assurance granted in this letter if the staff finds that the Fund is misusing Rule 486(b) or for any other reason.

Adam Glazer
Senior Counsel

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[5] The Division of Investment Management generally permits third parties to rely on no-action or interpretive letters to the extent that the third party's facts and circumstances are substantially similar to those described in the underlying request for a no-action or interpretive letter. *See* Informal Guidance Program for Small Entities, Investment Company Act Release No. 22587 (Mar. 27, 1997), n.20. In light of the very fact-specific nature of the Funds' request, however, the position expressed in this letter applies only to the Funds, and no other entity may rely on this position. The staff is willing to consider similar requests from other registered closed-end management investment companies.

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June 21, 2013

Mr. Douglas Scheidt, Esq.
Associate Director and Chief Counsel
Division of Investment Management
United States Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Dear Mr. Scheidt:

On behalf of Credit Suisse High Yield Bond Fund (the "DHY") and Credit Suisse Asset Management Income Fund, Inc. ("CIK" and together with DHY, the "Funds" and each, a "Fund"), we seek assurance that the staff of the Division of Investment Management (the "Staff") will not recommend enforcement action against the Funds to the Securities and Exchange Commission (the "Commission") under Section 5(b) or Section 6(a) of the Securities Act of 1933, as amended (the "Securities Act"), if each Fund utilizes Rule 486(b) under the Securities Act to file post-effective amendments to its registration statements in satisfaction of the undertakings contained in its registration statements under the circumstances set forth in this letter.

I. *Background*

Each Fund is a closed-end management investment company that is registered under the Investment Company Act of 1940, as amended (the "Investment Company Act"). Each Fund's common shares of beneficial interest or shares of common stock, as applicable, are registered under Section 12(b) of the Securities Exchange Act of 1934, as amended, and are listed and traded on the NYSE MKT. Credit Suisse Asset Management, LLC serves as the investment adviser to each Fund. DHY has a fiscal year end of October 31 and CIK has a fiscal year end of December 31. Each Fund has filed and had declared effective by the Commission a shelf registration statement on Form N-2 pursuant to which it has registered, and may issue, common shares of beneficial interest or shares of common stock, as applicable, in accordance with the terms of Rule 415(a)(1)(x) under the Securities Act and the positions of the Staff articulated in *Pilgrim America Prime Rate Trust*, SEC Staff No-Action Letter (May 1, 1998) and *Nuveen Virginia Premium Income Municipal Fund*, SEC Staff No-Action Letter (October 6, 2006) ("Nuveen I").

The Commission initially declared effective DHY's shelf registration statement on Form N-2 (File Nos. 333-183901; 811-08777) on October 17, 2012 and CIK's shelf registration statement of Form N-2 (File Nos. 333-184589; 811-05012) on January 22, 2013.

The Board of Trustees/Directors of each Fund (the "Board"), including a majority of the independent trustees/directors, has concluded that the continued ability to raise capital through the public offering of additional securities on a delayed and continuous basis is beneficial to each Fund and its shareholders. The Board has also concluded that a continuously effective shelf registration statement is beneficial to each Fund, its shareholders and potential investors. As discussed below, however, each Fund is subject to the risk of being unable to sell securities pursuant to its effective shelf registration statement for significant portions of each year due to the post-effective amendment process currently required to bring the Fund's financial statements up to date. The post-effective amendment process requires the Commission to review and declare effective any post-effective amendments filed to the shelf registration statement in order to bring a Fund's financial statements up to date.

The Board of each Fund believes that the Fund, its shareholders and potential investors would benefit if the Fund were allowed to utilize Rule 486(b) under the Securities Act, which is available only to a certain category of registered closed-end investment companies,[1] to file post-effective amendments to its shelf registration statements that would become effective immediately, primarily for the purposes of updating its financial statements or making non-material changes. Investors would benefit from the Funds' ability to raise capital in continuous offerings of their securities at non-dilutive prices, without potentially significant periods of disruption to such offering process. In addition, Fund shareholders could benefit from considerable cost savings, as expenses incurred in respect of the current post-effective amendment process can be significant. Due to the limited purpose for which the Funds propose to use Rule 486(b), no erosion of investor protections would occur.

II. *Discussion*

Section 5(b)(1) of the Securities Act makes it unlawful for any person directly or indirectly to transmit, through interstate commerce, a prospectus relating to any security with respect to which a registration statement has been filed, unless the prospectus meets the requirements of Section 10 of the Securities Act. Similarly, Section 5(b)(2) of the Securities Act makes it unlawful for any person directly or indirectly to carry or cause to be carried any security for the purpose of sale or delivery, unless preceded or accompanied by a prospectus that meets the requirements of Section 10(a) of the Securities Act.

Section 10(a)(1) of the Securities Act, in pertinent part, states that a prospectus relating to a security – other than a security issued by a foreign issuer – shall contain the information contained in the issuer's registration statement. Section 10(a)(3) states that, notwithstanding

[1] The Funds are not organized as interval funds pursuant to Rule 23c-3 under the Investment Company Act, and therefore Rule 486(b) is not currently available to the Funds.

Section 10(a)(1), a prospectus that is used more than nine months after the effective date of the registration statement must have information as of a date not more than sixteen months prior to such use, so far as the information is known to the user of the prospectus or can be furnished by the user of the prospectus without unreasonable effort or expense (a "10(a)(3) Prospectus").

Open-end management investment companies ("Open-end Funds"), unit investment trusts, and face-amount certificate companies are required by Section 24(e) of the Investment Company Act to use a 10(a)(3) Prospectus that does not vary from the latest prospectus filed as part of a post-effective amendment to the fund's registration statement. Open-end Funds satisfy this requirement by filing a post-effective amendment pursuant to Rule 485, which provides for automatic or immediate effectiveness.[2] Notably, however, Section 24(e) does not apply to closed-end management investment companies, and there is no statutory requirement mandating that a closed-end fund make such a post-effective filing.[3] Instead, Rule 415(a)(3) requires a registrant that is an investment company filing on Form N-2 (the registration statement utilized by closed-end funds) to furnish the undertakings required by Item 34.4 of Form N-2. Item 34.4.a of Form N-2 requires closed-end funds to undertake "to file, during any period in which offers or sales are being made, a post-effective amendment to the registration statement: (1) to include any prospectus required by Section 10(a)(3) of the 1933 Act."

Each Fund has made this undertaking in its effective registration statement. As a consequence, each Fund currently is required to file a post-effective amendment on an annual basis to update its shelf registration statement with its audited financial statements in accordance with this undertaking, as well as to make any non-material updates. Each Fund currently satisfies this undertaking by filing a post-effective amendment with the Commission pursuant to Section 8(c) of the Securities Act. Section 8(c) does not provide a mechanism for automatic effectiveness.[4] A post-effective amendment filed pursuant to Section 8(c) must be declared effective by the Staff in order to take effect. This process subjects the filings to Staff review and comment, including for routine non-material amendments, which in the Funds' experience can be a lengthy process. Prior to the post-effective amendment being declared effective by the Staff, a Fund cannot issue common shares of beneficial interest pursuant to it, thereby potentially preventing the Fund from taking advantage of what may be an attractive market to raise assets for the benefit of Fund shareholders.

Closed-end funds that are operated as interval funds pursuant to Rule 23c-3 under the Investment Company Act are not subject to these delays. Rule 486(b) provides that a post-

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[2] Rule 485(a) permits automatic effectiveness after the passage of a specified period of time. Rule 485(b) provides for immediate effectiveness of filings made for certain purposes, including, among other things, updating financial statements and making non-material changes.

[3] *See* Section 24(e) of the Investment Company Act; L. Loss & J. Seligman, Securities Regulation, 566 (3rd ed. 1998).

[4] *But see supra* note 2 and accompanying text for a discussion of Rule 485, which provides for automatic and immediate effectiveness for Open-end Funds.

effective amendment to an effective registration statement, or a registration statement for additional shares of common stock, filed by a registered closed-end management investment company or business development company which makes periodic repurchase offers under Rule 23c-3 under the Investment Company Act ("Interval Funds") shall become immediately effective on the date it is filed, or on a later date designated by the registrant that is no more than 30 days after the filing is made, provided that the post-effective amendment or registration statement is filed solely : (i) to register additional shares of common stock for which a registration statement filed on Form N-2 is effective, (ii) to bring the financial statements up to date under section 10(a)(3) of the Securities Act or rule 3-18 of Regulation S-X, (iii) to designate a new effective date for a previously filed post-effective amendment or registration statement for additional shares under Rule 486(a), which has not yet become effective, (iv) to disclose or update the information required by Item 9c of Form N-2,[5] (v) to make any non-material changes the registrant deems appropriate, and (vi) for any other purpose the Commission shall approve.

In the adopting release for Rule 486, the Commission stated that "[t]he initial proposal of rule 486 recognized that closed-end interval funds may need continuously effective registration statements and would benefit if certain filings could become effective automatically."[6] The Funds believe that this line of reasoning should be extended to them as closed-end funds that are conducting offerings pursuant to Rule 415(a)(1)(x).

Recently, your office has concurred with this approach. In *Nuveen Municipal High Income Opportunity Fund*, SEC Staff No-Action Letter (Nov. 9, 2010) ("Nuveen II"), *Calamos Convertible Opportunities and Income Fund*, SEC Staff No-Action Letter (Feb. 14, 2011) and *Aberdeen Australia Equity Fund, Inc.*, SEC Staff No-Action Letter (April 12, 2012), the Staff granted no-action assurances to three closed-end fund complexes that were engaged in a delayed or continuous offering pursuant to Rule 415(a)(1)(x). In the letters, the Staff agreed not to recommend enforcement action to the Commission under Sections 5 and 6(a) of the Securities Act based on the representation that the respective funds' board of directors approved the funds' delayed or continuous offerings, the representation that each fund's post-effective amendments would comply with the conditions of Rule 486(b), and the representation that each fund would file a post-effective amendment containing a prospectus pursuant to Section 8(c) of the Securities Act prior to any offering of its common stock at a price below net asset value.

Your office has stated that, "[i]n light of the very fact specific nature" of the requests, this relief is limited on its face to the addressees of the no-action letters. Your office has also stated, however, that it "is willing to consider similar requests from other registered closed-end management investment companies."

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[5] We note that Form N-2 does not have, and has never had, an "Item 9c." Based upon a review of the administrative history of Rule 486, we believe that this should be a reference to Item 9.1.c. of Form N-2, which relates to information regarding individual portfolio managers. Accordingly the Fund plans to treat the reference to "Item 9c" as a reference to Item 9.1.c. of Form N-2.

[6] *Post-Effective Amendments to Investment Company Registration Statements*, SEC Rel. No. 33-7083 (Aug. 17, 1994).

We submit that the facts presented by the Funds in this request are similar to those presented in the Nuveen II, Calamos and Aberdeen letters. As was the case with each of the funds in the Nuveen II, Calamos and Aberdeen letters, each Fund's Board, including a majority of its independent trustees, has concluded that the continued ability to raise capital through the public offering of additional common shares of beneficial interest on a delayed and continuous basis would benefit each Fund and its shareholders. In addition, each Fund's Board has concluded that a continuously effective shelf registration statement would be beneficial to the Fund, its shareholders and potential investors. In furtherance of these conclusions, each Fund has an effective registration statement on file with the Commission pursuant to which the Fund may issue common shares of beneficial interest on a delayed and continuous basis in accordance with Rule 415(a)(l)(x) under the Securities Act and the positions of the Commission staff in the Nuveen I and Pilgrim letters.

As is the case with Interval Funds, the Funds and their common shareholders would also benefit from having continuously effective registration statements. The ability to utilize Rule 486(b) under the Securities Act would have significant benefits for a Fund and its investors:

- The Fund would have the ability to raise capital as the opportunity arises;
- The Fund could reduce the expenses it presently incurs as part of the registration statement review and comment process, thus benefiting shareholders; and
- Investors could have faster access to important information about the Fund including its updated financial information.

In addition, because the ability to rely on Rule 486(b) would only permit the Funds to update their financial statements, or to make non-material changes to their registration statements, the Funds believe that the public policy of protecting investors would be safeguarded. Each Fund represents that each filing made in reliance on the requested relief would be made in compliance with the conditions of Rule 486(b), and that each Fund will file a post-effective amendment containing a prospectus pursuant to Section 8(c) of the Securities Act prior to any offering of its common shares of beneficial interest or shares of common stock, as applicable, at a price below net asset value. In relying on the requested relief to sell common shares of beneficial interest or shares of common stock, as applicable, each Fund will sell newly issued shares at a price no lower than the sum of the Fund's net asset value plus the per share commission or underwriting discount.[7]

Each Fund would utilize Rule 486(b) to file post-effective amendments only to: (1) bring the financial statements of the Fund up to date under Section 10(a)(3) of the Securities Act or

[7] *See Calamos Convertible Opportunities and Income Fund*, SEC Staff No-Action Letter (Feb. 14, 2011).

rule 3-18 of Regulation S-X; (2) update the information required by Item 9.1.c of Form N-2; or (3) make any non-material changes the registrant deems appropriate.[8]

III. *Conclusion*

In light of the forgoing, we seek your assurances that the Staff will deem each Fund to have complied with its undertaking provided in response to Item 34.4.a of Form N-2, and will not recommend enforcement action against the Funds to the Commission under Section 5(b) or Section 6(a) of the Securities Act if the Funds utilize Rule 486(b) of the Securities Act, under the circumstances set forth above.

Each Fund acknowledges that the Staff may withdraw any assurance granted in response to this letter if the Staff finds that the Fund is misusing Rule 486(b), or for any other reason. Please contact the undersigned at (212) 728-8215, with any questions or comments regarding this letter.

Sincerely,

Rose F. DiMartino, Esq.

[8] The Funds would not seek to use a filing made in accordance with Rule 486(b) to register additional securities without first obtaining relief from Rule 413 under the Securities Act.