

**Securities and  
Exchange  
Commission**

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Friday  
November 29, 1996

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**Part LX**

**Securities and  
Exchange  
Commission**

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**Semiannual Regulatory Agenda**

**SECURITIES AND EXCHANGE COMMISSION (SEC)**

**SECURITIES AND EXCHANGE COMMISSION**

**17 CFR Ch. II**

[Release Nos. 33-3750, 34-37769, 35-26584, 39-2342, IC-22256, IA-1590; File No. S7-25-96]

**Regulatory Flexibility Agenda**

**AGENCY:** Securities and Exchange Commission.

**ACTION:** Semiannual regulatory agenda.

**SUMMARY:** The Securities and Exchange Commission is publishing an agenda of its rulemaking actions pursuant to the Regulatory Flexibility Act. Information in the agenda is believed to be accurate as of September 30, 1996, the date on which the Commission's staff completed compilation of the data. To the extent possible, however, rulemaking actions by the Commission since that date have been reflected in the agenda. The Commission invites questions and public comment on the agenda and on the individual agenda entries.

**DATES:** Public comments are due by December 31, 1996.

**ADDRESSES:** Persons wishing to submit written comments should file three

copies of their comments with Jonathan G. Katz, Secretary, Securities and Exchange Commission, 450 5th Street NW., Room 6184, Stop 6-9, Washington, DC 20549. All submissions should refer to File No. S7-25-96 and will be available for public inspection and copying at the Commission's Public Reference Room, Room 1026, at the same address.

**FOR FURTHER INFORMATION CONTACT:** Anne H. Sullivan, Office of the General Counsel, 202-942-0954.

**SUPPLEMENTARY INFORMATION:** The Regulatory Flexibility Act (RFA) (Pub. L. No. 96-354, 94 Stat. 1164 (September 19, 1980)) requires each Federal agency, during April and October of each year, to publish in the Federal Register an agenda identifying rules which the agency expects to propose or adopt that are likely to have a significant economic impact on a substantial number of small entities (5 U.S.C. 602(a)). The RFA specifically provides that publication of the agenda does not preclude an agency from considering or acting on any matter not included in the agenda and that an agency is not required to consider or act on any matter which is included in the agenda (5 U.S.C. 602(d)). The agenda includes new

entries, entries carried over from previous publications, and rulemaking actions which have been completed (or withdrawn) since publication of the last agenda.

The following abbreviations for the acts administered by the Commission are used throughout the agenda:

“Securities Act” - Securities Act of 1933

“Exchange Act” - Securities Exchange Act of 1934

“PUHCA” - Public Utility Holding Company Act of 1935

“Investment Company Act” - Investment Company Act of 1940

“Investment Advisers Act” - Investment Advisers Act of 1940

The Commission's regulatory flexibility agenda is set forth below. The Commission invites public comment on the agenda and on the individual agenda entries.

Dated: October 1, 1996.

By the Commission.  
Jonathan G. Katz,  
Secretary.

**DIVISION OF CORPORATION FINANCE—Prerule Stage**

Sequence Number	Title	Regulation Identifier Number
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**DIVISION OF CORPORATION FINANCE—Proposed Rule Stage**

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4740	Company Registration and Regulation of Capital Formation .....	3235-AG83
4741	Offshore Press Conferences .....	3235-AG85
4742	Electronic Road Shows .....	3235-AG92
4743	Rulemaking for the EDGAR System .....	3235-AG96
4744	Regulation MA .....	3235-AG84
4745	Plain English .....	3235-AG88
4746	Definitions for Purposes of the Private Litigation Reform Act of 1995 .....	3235-AG89
4747	Rules Governing the Options Disclosure Document .....	3235-AG93
4748	Regulation S .....	3235-AG34
4749	Offshore Internet Offerings .....	3235-AG87
4750	Reduction of Holding Period Requirements in Rule 144 .....	3235-AG53
4751	Delayed Offerings For S-1 and SB-2 Companies .....	3235-AG86
4752	Exemptions for International Tender and Exchange Offers .....	3235-AD97
4753	Plain Vanilla Treatment of Election Contest Proxies/Shareholder Communications .....	3235-AG91
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**SEC****DIVISION OF CORPORATION FINANCE—Final Rule Stage**

Sequence Number	Title	Regulation Identifier Number
4755	Safe Harbor for Disclosure of Market Risk Inherent in Derivative Financial Instruments, Other Financial Instruments, and Derivative Commodity Instruments .....	3235-AG77
4756	Phase II Recommendations of Task Force on Disclosure Simplification .....	3235-AG80
4757	Disclosure of Legal Proceedings Involving Management, Promoters, Control Persons and Others .....	3235-AG32
4758	Streamlining and Consolidation of Executive and Director Compensation Disclosure .....	3235-AG50
4759	Solicitations of Interest Prior to an Initial Public Offering .....	3235-AG52
4760	Expansion of Short-Form Registration to Include Companies With Non-Voting Equity .....	3235-AG82
4761	Amendments to Beneficial Ownership Reporting Requirements .....	3235-AG81

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4765	Form S-4: Elimination of General Instruction G .....	3235-AG22
4766	Extension of Reporting Requirements for Certain Issuers of Debt Securities .....	3235-AG33
4767	Streamlining Financial Statement Disclosure—Abbreviated Financial Statements .....	3235-AG49
4768	Exemption for Certain California Limited Issues .....	3235-AG51
4769	Use of Electronic Media for Delivery Purposes .....	3235-AG67
4770	Phase One Recommendations of Task Force on Disclosure Simplification .....	3235-AG75
4771	Small Issue Exemptive Rule and Registration Forms for Certain Rights Offerings .....	3235-AD44
4772	Forms for Information Filed by Exempt Foreign Private Issuers .....	3235-AD72
4773	Streamlining Disclosure Requirements Relating to Significant Business Acquisitions and Requiring Quarterly Reporting of Unregistered Equity Sales .....	3235-AG47
4774	Relief From Reporting by Small Issuers .....	3235-AG48

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4777	Electronic Filing of Institutional Investment Manager Reports on Form 13F .....	3235-AG97
4778	Temporary Exemption for Certain Investment Advisers .....	3235-AH02
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4780	Certain Investment Company Registration Forms .....	3235-AE46
4781	Small Entities for Purposes of the Regulatory Flexibility Act as Applied to the Investment Company Act .....	3235-AG62
4782	Shareholder Report and Financial Statement Revisions .....	3235-AG64
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4784	Custody of Investments by a Registered Management Investment Company .....	3235-AF70
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## SEC

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4791	Delivery of Prospectuses and Annual Reports to Multiple Shareholders at the Same Address .....	3235-AG98
4792	Amendments to Form N-SAR, Semiannual Report of Registered Investment Companies .....	3235-AF93
4793	Insurance Products: New Form N-6 for Registration of Separate Accounts Offering Variable Life Insurance Contracts .....	3235-AG37
4794	Insurance Products: Rule To Permit Mixed and Shared Funding .....	3235-AG39

## DIVISION OF INVESTMENT MANAGEMENT—Final Rule Stage

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4796	Performance Advertising by Unit Investment Trusts .....	3235-AG63
4797	Requirements Relating to Codes of Ethics With Respect to Registered Investment Companies; Records To Be Maintained by Investment Advisers .....	3235-AG27
4798	Exemption of Acquisition of Securities During the Existence of Underwriting Syndicates .....	3235-AG61
4799	Status of Investment Advisory Programs Under the Investment Company Act of 1940 .....	3235-AG07
4800	PUHCA: Exemption for Certain Acquisitions of Foreign Utility Companies .....	3235-AF78
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4803	PUHCA: Exemption for Transactions With Foreign Associates .....	3235-AG19
4804	Exemption of Issuance and Sale of Securities by Public Utility and Nonutility Subsidiary Companies of Registered Public Utility Holding Companies .....	3235-AG45
4805	Exemption of Acquisition by Registered Public Utility Holding Companies of Securities of Nonutility Companies Engaged in Certain Energy Related and Gas Related Activities .....	3235-AG46

## DIVISION OF INVESTMENT MANAGEMENT—Long-Term Actions

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4808	Deregistration Form Amendments .....	3235-AG29

## DIVISION OF INVESTMENT MANAGEMENT—Completed Actions

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4809	Suitability of Investment Adviser Advice; Quarterly Account Statements .....	3235-AG06
4810	Disclosure by Investment Advisers Regarding Soft Dollar Practices .....	3235-AG36
4811	Money Market Fund Quarterly Reporting .....	3235-AG56
4812	Exemptions for Certain Investment Companies To Impose Deferred Sales Loads .....	3235-AE97
4813	Off-the-Page Prospectuses for Open-End Management Investment Companies .....	3235-AF58
4814	Distribution of Shares by Registered Open-End Management Investment Company .....	3235-AG59
4815	Mutual Fund Prospectuses Provided to Participants in Certain Defined Contribution Plans and Form Amendments	3235-AG60
4816	Repurchase Offers by Closed-End Management Investment Companies; Disclosure of Sales Charges .....	3235-AG74
4817	Insurance Products: Rule Regarding Mortality and Expense Risk Charges .....	3235-AG38

**SEC**

## DIVISION OF MARKET REGULATION—Proposed Rule Stage

Sequence Number	Title	Regulation Identifier Number
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4819	Lost Securityholders .....	3235-AG99
4820	Nationally Recognized Statistical Rating Organizations .....	3235-AG41
4821	Proposed Changes to Definitions of "Small Business" or "Small Organization" Under the Securities Exchange Act of 1934 .....	3235-AH01

## DIVISION OF MARKET REGULATION—Final Rule Stage

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4823	Net Capital Requirements for Brokers or Dealers .....	3235-AD79
4824	Stabilizing To Facilitate a Distribution .....	3235-AE11
4825	Definitions Principally Relating to International Transactions .....	3235-AE15
4826	Distributions of Securities: Limitations on Trading and Stabilizing .....	3235-AF54
4827	Theoretical Pricing To Determine Haircuts on Options .....	3235-AG14
4828	Market Risk Haircuts for Instruments Subject to Interest Rate Risk .....	3235-AG18
4829	Amendment to Form BDW and Amendment to Exchange Act Rule 15b6-1 and Amendments to Rules 15b1-1, 15b3-1, 15Ba2-2, 15Ca1-1, and 15Ca2-1 .....	3235-AG69
4830	Proposed Amendment to Rule 13e-4 Under the Securities Exchange Act of 1934 .....	3235-AG78
4831	Proposed Amendments to Transfer Agent Rules .....	3235-AG24

## DIVISION OF MARKET REGULATION—Long-Term Actions

Sequence Number	Title	Regulation Identifier Number
4832	Disclosure of Mark-ups: New Rule 15c2-13 .....	3235-AG12
4833	Large Trader Reporting System .....	3235-AE42

## DIVISION OF MARKET REGULATION—Completed Actions

Sequence Number	Title	Regulation Identifier Number
4834	Form BD Amendments .....	3235-AG25
4835	Prohibition on Market-Makers Trading Ahead of Customer Limit Orders .....	3235-AG21
4836	Amendments to Rule 11Ac1-1 (Quote Rule), New Rule 11Ac1-4 (Limit Order Display) .....	3235-AG66

## OFFICES AND OTHER PROGRAMS—Proposed Rule Stage

Sequence Number	Title	Regulation Identifier Number
4837	Proposed Rule To Implement Section 10A of the Securities Exchange Act of 1934 .....	3235-AG70

**SEC**

OFFICES AND OTHER PROGRAMS—Final Rule Stage

Sequence Number	Title	Regulation Identifier Number
4838	Disclosure of Accounting Policies for Derivative Instruments and Disclosure of Qualitative and Quantitative Information About Market Risk in Certain Instruments .....	3235-AG42

OFFICES AND OTHER PROGRAMS—Completed Actions

Sequence Number	Title	Regulation Identifier Number
4839	Elimination of Fees Previously Adopted by the SEC Pursuant to the Independent Offices Appropriations Act of 1952 .....	3235-AG79

**SECURITIES AND EXCHANGE COMMISSION (SEC)  
DIVISION OF CORPORATION FINANCE**

**Prerule Stage**

**4738. • ABUSES OF FORM S-8 BY COMPANIES USING CONSULTANTS TO RAISE CAPITAL**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77a et seq

**CFR Citation:** 17 CFR 230.428; 17 CFR 239.16b

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission issue a release addressing abuses of Form S-8 by companies using consultants to raise capital.

**Timetable:**

Action	Date	FR Cite
ANPRM	09/00/97	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** None

**Agency Contact:** Elizabeth M. Murphy, Division of Corporation Finance, Securities and Exchange Commission  
Phone: 202 942-2900

**RIN:** 3235-AG94

**SECURITIES AND EXCHANGE COMMISSION (SEC)  
DIVISION OF CORPORATION FINANCE**

**Proposed Rule Stage**

**4739. ASSET-BACKED SECURITIES DISCLOSURE**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77e; 15 USC 77f; 15 USC 77g; 15 USC 77h; 15 USC 77j; 15 USC 77s; 15 USC 78l; 15 USC 78m; 15 USC 78n; 15 USC 78o; 15 USC 78w

**CFR Citation:** 17 CFR 229; 17 CFR 230; 17 CFR 239; 17 CFR 240; 17 CFR 249

**Legal Deadline:** None

**Abstract:** The Division of Corporation Finance is considering whether to recommend to the Commission amendments to revise rules and forms which would specify disclosure requirements for asset-backed securities transactions.

**Timetable:**

Action	Date	FR Cite
NPRM	12/00/96	

**Small Entities Affected:** Undetermined  
**Government Levels Affected:** Undetermined

**Agency Contact:** Michael H. Mitchell, Office of Chief Counsel, Division of Corporation Finance, Securities and Exchange Commission  
Phone: 202 942-2900

**RIN:** 3235-AF74

**4740. • COMPANY REGISTRATION AND REGULATION OF CAPITAL FORMATION**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Unfunded Mandates:** Undetermined

**Legal Authority:** 15 USC 77a et seq; 15 USC 78a et seq

**CFR Citation:** 17 CFR 230; 17 CFR 239; 17 CFR 240; 17 CFR 249

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission propose rules that would reform the registration of the capital formation process while maintaining or enhancing investor protection. The Division is considering a number of approaches to reform, including: the implementation of a "company registration" approach; modifications to the shelf registration system; liberalization of the treatment of unregistered securities; and the deregulation of offers.

**Timetable:**

Action	Date	FR Cite
Notice With Request for Comments	07/31/96	61 FR 40044
Notice Comment Period End	09/30/96	
NPRM	11/00/96	

**SEC—DIVISION OF CORPORATION FINANCE**

**Proposed Rule Stage**

**Small Entities Affected:** Businesses  
**Government Levels Affected:** None  
**Agency Contact:** Anita T. Klein,  
 Securities and Exchange Commission,  
 Division of Corporation Finance  
 Phone: 202 942-2900  
**RIN:** 3235-AG83

**4741. • OFFSHORE PRESS CONFERENCES**

**Priority:** Substantive, Nonsignificant.  
 Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77a et seq;  
 15 USC 78a et seq

**CFR Citation:** 17 CFR 230.135e (New);  
 17 CFR 230.502; 17 CFR 230.902; 17  
 CFR 240.14d-1

**Legal Deadline:** None

**Abstract:** The Commission proposed new safe harbors to clarify the conditions under which journalists may be provided with access to offshore press conferences, offshore meetings and press materials released offshore, where a present or proposed offering of securities or tender offer is discussed, without violating the provisions of section 5 or the procedural requirements of the tender offer rules.

**Timetable:**

Action	Date	FR Cite
NPRM	10/18/96	61 FR 54518
NPRM Comment Period End	12/17/96	
Final Action	03/00/97	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** None

**Agency Contact:** Luise M. Welby,  
 Division of Corporation Finance,  
 Securities and Exchange Commission  
 Phone: 202 942-2990

**RIN:** 3235-AG85

**4742. • ELECTRONIC ROAD SHOWS**

**Priority:** Substantive, Nonsignificant.  
 Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77a et seq

**CFR Citation:** 17 CFR 230.134c(New);  
 17 CFR 230.405

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission propose a new rule and a change to

an existing definition to facilitate the use of electronic media in connection with "road show" presentations.

**Timetable:**

Action	Date	FR Cite
NPRM	10/00/96	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** Joseph P. Babits,  
 Division of Corporation Finance,  
 Securities and Exchange Commission  
 Phone: 202 942-2900

**RIN:** 3235-AG92

**4743. • RULEMAKING FOR THE EDGAR SYSTEM**

**Priority:** Substantive, Nonsignificant.  
 Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77a et seq;  
 15 USC 78a et seq

**CFR Citation:** 17 CFR 228; 17 CFR 229;  
 17 CFR 230; 17 CFR 232; 17 CFR 239;  
 17 CFR 240; 17 CFR 249

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission propose minor and technical amendments to the rules governing electronic filing on the Electronic Data Gathering Analysis and Retrieval ("EDGAR") System.

**Timetable:**

Action	Date	FR Cite
NPRM	11/00/96	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** James R. Budge,  
 Division of Corporation Finance,  
 Securities and Exchange Commission  
 Phone: 202 942-2950

**RIN:** 3235-AG96

**4744. • REGULATION MA**

**Priority:** Substantive, Nonsignificant.  
 Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 78n

**CFR Citation:** 17 CFR 240

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission propose rules designed to promote uniform disclosure in connection with

extraordinary corporate transactions, such as mergers, tender offers and going private transactions.

**Timetable:**

Action	Date	FR Cite
NPRM	01/00/97	

**Small Entities Affected:** Businesses

**Government Levels Affected:** Undetermined

**Agency Contact:** P.J. Himelfarb,  
 Division of Corporation Finance,  
 Securities and Exchange Commission  
 Phone: 202 942-2920

**RIN:** 3235-AG84

**4745. • PLAIN ENGLISH**

**Priority:** Substantive, Nonsignificant.  
 Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77a et seq

**CFR Citation:** 17 CFR 228; 17 CFR 229;  
 17 CFR 230.421; 17 CFR 230.460

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission propose rules that would require plain English to be used for the cover page, prospectus summary and risk factors section of registration statements filed pursuant to the Securities Act. Other proposed amendments would eliminate unnecessary technical disclosure from the cover page and forepart of the prospectus to encourage the preparation of a more investor-friendly document.

**Timetable:**

Action	Date	FR Cite
NPRM	10/00/96	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** Ann D. Wallace,  
 Division of Corporation Finance,  
 Securities and Exchange Commission  
 Phone: 202 942-2900

**RIN:** 3235-AG88

**4746. • DEFINITIONS FOR PURPOSES OF THE PRIVATE LITIGATION REFORM ACT OF 1995**

**Priority:** Substantive, Nonsignificant.  
 Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77a et seq;  
 15 USC 78a et seq

**CFR Citation:** 17 CFR 230.177(New); 17  
 CFR 230.178(New); 17 CFR

**SEC—DIVISION OF CORPORATION FINANCE**

**Proposed Rule Stage**

230.17a(New); 17 CFR 240.3b-12(New); 17 CFR 240.3b-13(New)

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission issue proposed rules that will define the terms "outside director," "limited liability company," "partnership," and "direct participation investment program." These definitions are deemed necessary in view of recent changes to the Securities Act and Exchange Act made in the Private Securities Litigation Reform Act of 1995.

**Timetable:**

Action	Date	FR Cite
NPRM	12/00/96	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** Elliot B. Staffin, Division of Corporation Finance, Securities and Exchange Commission  
Phone: 202 942-1800

**RIN:** 3235-AG89

**4747. • RULES GOVERNING THE OPTIONS DISCLOSURE DOCUMENT**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77a et seq

**CFR Citation:** 17 CFR 230.135b

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission propose amendments to provide that an options disclosure document prepared in accordance with Rule 9b-1 under the Exchange Act is not a prospectus and accordingly will not be subject to civil liability under Section 12(a)(2) of the Securities Act.

**Timetable:**

Action	Date	FR Cite
NPRM	10/00/96	

**Small Entities Affected:** None

**Government Levels Affected:** None

**Agency Contact:** Michael M. Mitchell, Division of Corporation Finance, Securities and Exchange Commission  
Phone: 202 942-2900

**RIN:** 3235-AG93

**4748. REGULATION S**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77a et seq

**CFR Citation:** 17 CFR 230.901 et seq

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission propose amending Regulation S safe harbor procedures for sales of equity securities by U.S. reporting companies. These proposals would implement additional restrictive procedures in order to decrease the likelihood that such securities will be sold offshore in transactions that are in substance unregistered distributions of the securities in the United States.

**Timetable:**

Action	Date	FR Cite
ANPRM	07/10/95	60 FR 35563
ANPRM Comment	09/08/95	
Period End		
NPRM	10/00/96	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Paul M. Dudek, Office of International Corporate Finance, Division of Corporation Finance, Securities and Exchange Commission  
Phone: 202 942-2990

**RIN:** 3235-AG34

**4749. • OFFSHORE INTERNET OFFERINGS**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77a et seq

**CFR Citation:** 17 CFR 230

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission propose rules that address issues arising out of offshore offerings on the Internet.

**Timetable:**

Action	Date	FR Cite
NPRM	11/00/96	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** None

**Agency Contact:** Joseph P. Babits, Division of Corporation Finance, Securities and Exchange Commission

Phone: 202 942-2900

**RIN:** 3235-AG87

**4750. REDUCTION OF HOLDING PERIOD REQUIREMENTS IN RULE 144**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77b(11); 15 USC 77d(1),(4); 15 USC 77s

**CFR Citation:** 17 CFR 230.144

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission repropose rule amendments that would shorten the holding period requirements in Rule 144(d) and (k). Other amendments also would be proposed to address additional related issues.

**Timetable:**

Action	Date	FR Cite
NPRM	07/10/95	60 FR 35645
NPRM Comment	09/08/95	
Period End		
Reproposal	10/00/96	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** Elizabeth M. Murphy, Office of Chief Counsel, Division of Corporation Finance, Securities and Exchange Commission  
Phone: 202 942-2900

**RIN:** 3235-AG53

**4751. • DELAYED OFFERINGS FOR S-1 AND SB-2 COMPANIES**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77a et seq

**CFR Citation:** 17 CFR 230.415; 17 CFR 230.424; 17 CFR 230.430A

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission propose amendments to Rule 430A, which would permit small or less seasoned companies to price primary offerings of securities on a delayed basis, provided certain conditions are satisfied.

**Timetable:**

Action	Date	FR Cite
NPRM	10/00/96	

**SEC—DIVISION OF CORPORATION FINANCE**

**Proposed Rule Stage**

**Small Entities Affected:** Businesses  
**Government Levels Affected:** None  
**Agency Contact:** Barbara C. Jacobs, Division of Corporation Finance, Securities and Exchange Commission  
 Phone: 202 942-2950  
**RIN:** 3235-AG86

**4752. EXEMPTIONS FOR INTERNATIONAL TENDER AND EXCHANGE OFFERS**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77b; 15 USC 77f; 15 USC 77g; 15 USC 77h; 15 USC 77j; 15 USC 77s; 15 USC 77sss; 15 USC 78c; 15 USC 78l; 15 USC 78m; 15 USC 78n; 15 USC 78o; 15 USC 78w; 15 USC 79t; 15 USC 80a-37

**CFR Citation:** 17 CFR 200; 17 CFR 230; 17 CFR 239; 17 CFR 240; 17 CFR 260

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission repropose amendments to facilitate the extension of international tender offers to U.S. holders. The proposed rules would provide exemptions from the tender offer rules, securities registration and reporting requirements, and trust indenture provisions.

**Timetable:**

Action	Date	FR Cite
ANPRM	06/12/90	55 FR 23751

Action	Date	FR Cite
ANPRM Comment Period End	09/21/90	
NPRM	06/14/91	56 FR 27582
NPRM Comment Period End	09/09/91	
Reproposal	12/00/96	

**Small Entities Affected:** None  
**Government Levels Affected:** None

**Agency Contact:** Laurie L. Green, Division of Corporation Finance, Securities and Exchange Commission  
 Phone: 202 942-2920

**RIN:** 3235-AD97

**4753. ● PLAIN VANILLA TREATMENT OF ELECTION CONTEST PROXIES/SHAREHOLDER COMMUNICATIONS**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 78n

**CFR Citation:** 17 CFR 240.14a-6

**Legal Deadline:** None

**Abstract:** The Division is considering recommending to the Commission that it propose amendments that would eliminate filing of preliminary proxy statements in election contests. The proposals also may address possible amendments to the shareholder communications rules.

**Timetable:**

Action	Date	FR Cite
NPRM	11/00/96	

**Small Entities Affected:** Businesses  
**Government Levels Affected:** None  
**Agency Contact:** Laura B. Badian, Division of Corporation Finance, Securities and Exchange Commission  
 Phone: 202 942-2920  
**RIN:** 3235-AG91

**4754. ● PROXY COMMUNICATIONS WITH BENEFICIAL OWNERS**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 78n

**CFR Citation:** 17 CFR 240.14a-13; 17 CFR 240.14b-1; 17 CFR 240.14b-2

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission propose amendments to the proxy rules to permit direct issuer delivery of proxy and information statements to non-objecting beneficial owners.

**Timetable:**

Action	Date	FR Cite
NPRM	01/00/97	

**Small Entities Affected:** Businesses  
**Government Levels Affected:** None  
**Agency Contact:** Elizabeth M. Murphy, Division of Corporation Finance, Securities and Exchange Commission  
 Phone: 202 942-2900  
**RIN:** 3235-AG95

**SECURITIES AND EXCHANGE COMMISSION (SEC) DIVISION OF CORPORATION FINANCE**

**Final Rule Stage**

**4755. ● SAFE HARBOR FOR DISCLOSURE OF MARKET RISK INHERENT IN DERIVATIVE FINANCIAL INSTRUMENTS, OTHER FINANCIAL INSTRUMENTS, AND DERIVATIVE COMMODITY INSTRUMENTS**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77z-2; 15 USC 78u-5

**CFR Citation:** 17 CFR 228; 17 CFR 229; 17 CFR 249

**Legal Deadline:** None

**Abstract:** The Commission has proposed a safe harbor that would

apply the safe harbor provisions recently added to the Securities Act of 1933 and the Securities Exchange Act of 1934 by the Private Securities Litigation Reform Act of 1995 to specified disclosures made pursuant to proposed Item 305 of Regulation S-K or proposed Item 9A of 20-F.

**Timetable:**

Action	Date	FR Cite
NPRM	04/09/96	61 FR 16672
NPRM Comment Period End	05/20/96	
Final Action	12/00/96	

**Small Entities Affected:** Businesses  
**Government Levels Affected:** None

**Agency Contact:** Elizabeth Murphy, Division of Corporation Finance, Securities and Exchange Commission  
 Phone: 202 942-2900  
 Fax: 202 942-2925

**RIN:** 3235-AG77

## SEC—DIVISION OF CORPORATION FINANCE

Final Rule Stage

**4756. • PHASE II  
RECOMMENDATIONS OF TASK  
FORCE ON DISCLOSURE  
SIMPLIFICATION**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77a et seq; 15 USC 78a et seq; 15 USC 80a-1 et seq

**CFR Citation:** 17 CFR 239.25; 17 CFR 239.31; 17 CFR 239.33; 17 CFR 239.34; 17 CFR 239.500; 17 CFR 240.12a-8; 17 CFR 240.12g-3; 17 CFR 240.15d-5; 17 CFR 249.208a; 17 CFR 249.208b; 17 CFR 249.220f; 17 CFR 249.308a; 17 CFR 249.310; 17 CFR 239.14; 17 CFR 274.11a-1; ...

**Legal Deadline:** None

**Abstract:** The Commission proposed to eliminate two forms and one rule that may no longer be necessary or appropriate for the protection of investors. The Commission also proposed to add one rule, and to amend nine rules and 17 forms in order to eliminate unnecessary requirements and to streamline the disclosure process. These proposals were based on certain recommendations of the Task Force on Disclosure Simplification. Other Task Force recommendations may be addressed in future rulemaking projects.

**Timetable:**

Action	Date	FR Cite
NPRM	05/31/96	61 FR 30405
NPRM Comment Period End	07/29/96	61 FR 40405
Final Action	12/00/96	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Additional Information:** CFR Citation continue..... 17 CFR 249.310b 17 CFR 230.401 17 CFR 230.424 17 CFR 230.462 17 CFR 230.463 17 CFR 230.497 17 CFR 230.503 17 CFR 230.507 17 CFR 239.9 17 CFR 239.10 17 CFR 239.11 17 CFR 239.13 17 CFR 239.18

**Agency Contact:** Felicia H. Kung, Division of Corporation Finance, Securities and Exchange Commission Phone: 202 942-2990

**RIN:** 3235-AG80

**4757. DISCLOSURE OF LEGAL  
PROCEEDINGS INVOLVING  
MANAGEMENT, PROMOTERS,  
CONTROL PERSONS AND OTHERS**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77f; 15 USC 77g; 15 USC 77h; 15 USC 77j; 15 USC 77s; 15 USC 78l; 15 USC 78m; 15 USC 78n; 15 USC 78o; 15 USC 78w

**CFR Citation:** 17 CFR 228.401; 17 CFR 229.401; 17 CFR 239.90; 17 CFR 240.13d-101; 17 CFR 240.13e-100; 17 CFR 240.14d-100

**Legal Deadline:** None

**Abstract:** The Commission has proposed amendments that would expand disclosure requirements relating to legal proceedings involving management, promoters, control persons and others by enlarging the classes of legal proceedings that are subject to disclosure and by extending the period during which disclosure is required from the current five to ten years.

**Timetable:**

Action	Date	FR Cite
NPRM	11/07/94	59 FR 55385
NPRM Comment Period End	01/06/95	
Final Action	09/00/97	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** James R. Budge, Division of Corporation Finance, Securities and Exchange Commission Phone: 202 942-2950

**RIN:** 3235-AG32

**4758. STREAMLINING AND  
CONSOLIDATION OF EXECUTIVE AND  
DIRECTOR COMPENSATION  
DISCLOSURE**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77c(b); 15 USC 77f; 15 USC 77g; 15 USC 77h; 15 USC 77j; 15 USC 77s; 15 USC 78l; 15 USC 78m; 15 USC 78n; 15 USC 78o; 15 USC 78w

**CFR Citation:** 17 CFR 228.402; 17 CFR 229.402; 17 CFR 240.14a-101; 17 CFR 249.310; 17 CFR 249.310b

**Legal Deadline:** None

**Abstract:** The Commission proposed amendments that would permit registrants to provide in the Form 10-K some of the executive compensation disclosure that is currently required in the proxy statement furnished to shareholders. In addition, amendments to the format of disclosure regarding director compensation were proposed in order to improve the presentation.

**Timetable:**

Action	Date	FR Cite
NPRM	07/10/95	60 FR 35633
NPRM Comment Period End	09/08/95	
Final Action	09/00/97	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** Elizabeth M. Murphy, Division of Corporation Finance, Securities and Exchange Commission Phone: 202 942-2900

**RIN:** 3235-AG50

**4759. SOLICITATIONS OF INTEREST  
PRIOR TO AN INITIAL PUBLIC  
OFFERING**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77b; 15 USC 77c; 15 USC 77d; 15 USC 77e; 15 USC 77s

**CFR Citation:** 17 CFR 230.135d(New); 17 CFR 230.254; 17 CFR 232.101; 17 CFR 230.100

**Legal Deadline:** None

**Abstract:** The Commission published for comment a proposed rule that would allow issuers contemplating initial public offerings to solicit indications of investor interest in their companies prior to the filing of a registration statement under the Securities Act of 1933. The proposed rule would allow an issuer to assess potential investor interest in the company before incurring possibly significant costs associated with the preparation of offering disclosure documents. The proposals are intended to reduce the regulatory impediments and cost of accessing public markets consistent with investor protection interests.

**Timetable:**

Action	Date	FR Cite
NPRM	07/10/95	60 FR 35648

**SEC—DIVISION OF CORPORATION FINANCE**

**Final Rule Stage**

Action	Date	FR Cite
NPRM Comment Period End	09/08/95	
Final Action	09/00/97	

**Small Entities Affected:** Businesses  
**Government Levels Affected:** None  
**Agency Contact:** James R. Budge, Division of Corporation Finance, Securities and Exchange Commission  
 Phone: 202 942-2950  
**RIN:** 3235-AG52

**4760. • EXPANSION OF SHORT-FORM REGISTRATION TO INCLUDE COMPANIES WITH NON-VOTING EQUITY**  
**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.  
**Legal Authority:** 15 USC 77a et seq; 15 USC 78a et seq  
**CFR Citation:** 17 CFR 239.13; 17 CFR 239.32; 17 CFR 239.33; 17 CFR 230.405; 17 CFR 228.10; 17 CFR 240.12b-2  
**Legal Deadline:** None  
**Abstract:** The Commission has proposed amendments to Form S-3, Form F-2 and Form F-3 and to the

definition of "small business issuer" in Rule 405 and in Item 10 of Regulation S-B under Securities Act and in Rule 12b-2 under the Exchange Act to allow issuers to use shares of non-voting common equity when calculating the public float requirement.

**Timetable:**

Action	Date	FR Cite
NPRM	08/30/96	61 FR 47706
NPRM Comment Period End	10/10/96	
Final Action	12/00/96	

**Small Entities Affected:** Businesses  
**Government Levels Affected:** None  
**Agency Contact:** Mary J. Kosterlitz, Division of Corporation Finance, Securities and Exchange Commission  
 Phone: 202 942-2900  
**RIN:** 3235-AG82

**4761. • AMENDMENTS TO BENEFICIAL OWNERSHIP REPORTING REQUIREMENTS**  
**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.  
**Legal Authority:** 15 USC 78a et seq

**CFR Citation:** 17 CFR 240.13d-1; 17 CFR 240.13d-2; 17 CFR 240.13d-7; 17 CFR 240.13d-101; 17 CFR 240.13d-102; 17 CFR 240.16a-1

**Legal Deadline:** None  
**Abstract:** The Commission has proposed amendments to the beneficial ownership rules to allow all investors beneficially owning less than 20 percent of the class that have not acquired or held the securities for the purpose of changing or influencing the control of the issuer to use Schedule 13G, in lieu of Schedule 13D.

**Timetable:**

Action	Date	FR Cite
NPRM	07/03/95	61 FR 36521
NPRM Comment Period End	09/09/96	
Final Action	01/00/97	

**Small Entities Affected:** Businesses  
**Government Levels Affected:** None  
**Agency Contact:** Dennis O. Garris, Division of Corporation Finance, Securities and Exchange Commission  
 Phone: 202 942-2920  
**RIN:** 3235-AG81

**SECURITIES AND EXCHANGE COMMISSION (SEC)  
 DIVISION OF CORPORATION FINANCE**

**Long-Term Actions**

**4762. DISCLOSURE OF SECURITY RATINGS**  
**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.  
**Legal Authority:** 15 USC 77e to 77g; 15 USC 77j to 77k; 15 USC 77q; 15 USC 77s(a); 15 USC 78m; 15 USC 78w(a)  
**CFR Citation:** 17 CFR 228.10; 17 CFR 228.202; 17 CFR 229.10; 17 CFR 229.202; 17 CFR 230.134; 17 CFR 230.430A; 17 CFR 230.436; 17 CFR 249.308  
**Legal Deadline:** None

**Abstract:** The Commission issued a release proposing new rules regarding disclosure with respect to security ratings in prospectuses under the Securities Act and material changes in security ratings on Form 8-K under the Exchange Act. The proposals would require disclosure of ratings obtained by or on behalf of an issuer from a Nationally Recognized Statistical Rating Organization (NRSRO) for registered securities or any rating (whether or not assigned by an NRSRO) that is used by a participant in an offering of securities.

**Timetable:**

Action	Date	FR Cite
NPRM	09/07/94	59 FR 46304
NPRM Comment Period End	12/06/94	
Next Action	Undetermined	

**Small Entities Affected:** Undetermined  
**Government Levels Affected:** Undetermined  
**Agency Contact:** James R. Budge, Division of Corporation Finance, Securities and Exchange Commission  
 Phone: 202 942-1997  
**RIN:** 3235-AG20

**SECURITIES AND EXCHANGE COMMISSION (SEC)  
DIVISION OF CORPORATION FINANCE**
**Completed Actions**
**4763. SAFE HARBOR FOR FORWARD-LOOKING STATEMENTS**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77a et seq; 15 USC 78a et seq

**CFR Citation:** 17 CFR 230.175

**Legal Deadline:** None

**Abstract:** The Commission is withdrawing this item from the Unified Agenda because the Commission does not expect to consider the item within the next 12 months, but the Commission may consider the item further at some subsequent point.

**Timetable:**

Action	Date	FR Cite
ANPRM	10/19/94	59 FR 52723
Withdrawn	10/01/96	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** James Budge, Division of Corporation Finance, Securities and Exchange Commission  
Phone: 202 942-2900

**RIN:** 3235-AG35

**4764. OWNERSHIP REPORTS AND TRADING BY OFFICERS, DIRECTORS, AND PRINCIPAL SECURITY HOLDERS**

**Priority:** Substantive, Nonsignificant

**Legal Authority:** 15 USC 78n(d); 15 USC 78p(a); 15 USC 78p(b); 15 USC 78p(c); 15 USC 78w(a)

**CFR Citation:** 17 CFR 240.16a-1 to 240.16a-11; 17 CFR 240.16b-1 to 240.16b-11

**Legal Deadline:** None

**Abstract:** The Commission has adopted amendments to rules under section 16 of the Exchange Act designed to streamline reporting by a public company's officers, directors and significant shareholders of transactions in the company's securities.

**Timetable:**

Action	Date	FR Cite
NPRM	08/17/94	59 FR 42449
Additional NPRM Comment Period for All Proposals Extended to 11/01/94	09/22/94	59 FR 48579
NPRM Comment Period End	10/17/94	

Action	Date	FR Cite
Additional NPRM Comment Period for All Proposals Extended to 12/05/95	10/11/95	60 FR 53832
Correcting Release Final Action	10/20/95 05/31/96	60 FR 54823 61 FR 30377
Final Action Effective	08/15/96	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** Anne Krauskopf, Office of Chief Counsel, Division of Corporation Finance, Securities and Exchange Commission  
Phone: 202 942-2900

**RIN:** 3235-AF66

**4765. FORM S-4: ELIMINATION OF GENERAL INSTRUCTION G**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77c; 15 USC 77e; 15 USC 77f; 15 USC 77h; 15 USC 77j; 15 USC 77q; 15 USC 77s

**CFR Citation:** 17 CFR 230.406; 17 CFR 230.464; 17 CFR 230.473; 17 CFR 230.475a; 17 CFR 230.477; 17 CFR 239.25

**Legal Deadline:** None

**Abstract:** The Commission is withdrawing this item from the Unified Agenda because the Commission does not expect to consider the item within the next 12 months, but the Commission may consider the item further at some subsequent point.

**Timetable:**

Action	Date	FR Cite
Withdrawn	10/01/96	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** Peggy Fisher, Division of Corporation Finance, Securities and Exchange Commission  
Phone: 202 942-1762

**RIN:** 3235-AG22

**4766. EXTENSION OF REPORTING REQUIREMENTS FOR CERTAIN ISSUERS OF DEBT SECURITIES**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77nnn

**CFR Citation:** 17 CFR 260

**Legal Deadline:** None

**Abstract:** The Commission is withdrawing this item from the Unified Agenda because the Commission does not expect to consider the item within the next 12 months, but the Commission may consider the item further at some subsequent point.

**Timetable:**

Action	Date	FR Cite
ANPRM	06/07/94	59 FR 29398
Withdrawn	10/01/96	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** Joseph Babits, Office of Chief Counsel, Division of Corporation Finance, Securities and Exchange Commission  
Phone: 202 942-2900

**RIN:** 3235-AG33

**4767. STREAMLINING FINANCIAL STATEMENT DISCLOSURE—ABBREVIATED FINANCIAL STATEMENTS**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77f; 15 USC 77g; 15 USC 77j; 15 USC 77s; 15 USC 78l; 15 USC 78m; 15 USC 78n; 15 USC 78w

**CFR Citation:** 17 CFR 230.435; 17 CFR 230.502; 17 CFR 239.9; 17 CFR 239.10; 17 CFR 239.11; 17 CFR 239.12; 17 CFR 239.13; 17 CFR 239.16; 17 CFR 239.16b; 17 CFR 239.18; 17 CFR 239.25; 17 CFR 239.31; 17 CFR 239.32; 17 CFR 239.33; 17 CFR 239.34; ...

**Legal Deadline:** None

**Abstract:** The Commission is withdrawing this item from the Unified Agenda because the Commission does not expect to consider the item within the next 12 months, but the Commission may consider the item further at some subsequent point.

**Timetable:**

Action	Date	FR Cite
NPRM	07/10/95	60 FR 35604
NPRM Comment Period End	10/10/95	
Withdrawn	10/01/96	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**SEC—DIVISION OF CORPORATION FINANCE**

**Completed Actions**

**Additional Information:** CFR Citations Cont: 17 CFR 239.37; 17 CFR 239.38; 17 CFR 239.39; 17 CFR 239.40; 17 CFR 239.41; 17 CFR 239.90; 17 CFR 240.13e-3; 17 CFR 240.13e-4; 17 CFR 240.13e-102; 17 CFR 240.14a-3; 17 CFR 240.14a-6; 17 CFR 240.14a-101; 17 CFR 240.14c-3; 17 CFR 240.14c-8; 17 CFR 240.14d-1; 17 CFR 240.14d-6; 17 CFR 240.14d-102; 17 CFR 240.14d-103; 17 CFR 249.310; 17 CFR 249.310b; 17 CFR 239.34.

**Agency Contact:** Elizabeth M. Murphy, Office of Chief Counsel, Division of Corporation Finance, Securities and Exchange Commission  
Phone: 202 942-2900

**RIN:** 3235-AG49

**4768. EXEMPTION FOR CERTAIN CALIFORNIA LIMITED ISSUES**

**Priority:** Substantive, Nonsignificant

**Legal Authority:** 15 USC 77c(b); 15 USC 77s

**CFR Citation:** 17 CFR 230.144; 17 CFR 230.1001(New)

**Legal Deadline:** None

**Abstract:** In order to reduce regulatory burdens associated with certain offers and sales of securities, the Commission adopted a new exemption from its registration requirements for limited offerings of up to \$5 million that are exempt from qualification under certain California State securities law provisions.

**Timetable:**

Action	Date	FR Cite
NPRM	07/10/95	60 FR 35638
NPRM Comment Period End	09/08/95	
Final Action	05/01/96	61 FR 21356
Final Action Effective	06/10/96	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** James R. Budge, Division of Corporation Finance, Securities and Exchange Commission  
Phone: 202 942-2900

**RIN:** 3235-AG51

**4769. USE OF ELECTRONIC MEDIA FOR DELIVERY PURPOSES**

**Priority:** Substantive, Nonsignificant

**Legal Authority:** 15 USC 77a et seq; 15 USC 78a et seq; 15 USC 80a-1 et seq

**CFR Citation:** 17 CFR 228.502; 17 CFR 229.502; 17 CFR 200.80; 17 CFR 230.120; 17 CFR 230.253; 17 CFR 230.420; 17 CFR 230.481-482; 17 CFR 230.605; 17 CFR 232.304; 17 CFR 239.37; 17 CFR 239.38; 17 CFR 239.39; 17 CFR 239.40; 17 CFR 239.41; 17 CFR 240.12b-12; ...

**Legal Deadline:** None

**Abstract:** The Commission adopted clarifying and technical amendments to its rules governing distribution of disclosure documents to security holdings and others to reflect its position relating to the use of electronic media for dissemination of information under the federal securities laws.

**Timetable:**

Action	Date	FR Cite
NPRM	10/13/95	60 FR 53468
NPRM Comment Period End	11/27/95	
Final Action	05/09/96	61 FR 24652
Final Action Effective	06/14/96	

**Small Entities Affected:** None

**Government Levels Affected:** None

**Additional Information:** CFR CITATION CONT: 17 CFR 240.13e-3; 17 CFR 240.13e-4; 17 CFR 240.13e-102; 17 CFR 240.14a-3; 17 CFR 240.14a-5; 17 CFR 240.14a-7; 17 CFR 240.14c-4; 17 CFR 240.14c-7; 17 CFR 240.14d-5; 17 CFR 240.14d-102; 17 CFR 240.14d-103; 17 CFR 270.8b-12; 17 CFR 270.30d-1; 17 CFR 270.30d-2

**Agency Contact:** James Budge, Division of Corporation Finance, Securities and Exchange Commission  
Phone: 202 942-2950

**RIN:** 3235-AG67

**4770. PHASE ONE RECOMMENDATIONS OF TASK FORCE ON DISCLOSURE SIMPLIFICATION**

**Priority:** Substantive, Nonsignificant

**Legal Authority:** 15 USC 77a et seq; 15 USC 78a et seq

**CFR Citation:** 17 CFR 210; 17 CFR 228; 17 CFR 229; 17 CFR 230; 17 CFR 239; 17 CFR 240; 17 CFR 249

**Legal Deadline:** None

**Abstract:** Having considered several of the recommendations of the Task Force on Disclosure Simplification, the Commission eliminated a number of rules and forms that no longer were necessary or appropriate for the

protection of investors, as well adopted other minor or technical rule changes. Other rule proposals designed to improve the disclosure progress, both to investors and those subject to the Commission's disclosure requirements, may be forthcoming in future releases following the Commission's further consideration of the remaining Task Force recommendations.

**Timetable:**

Action	Date	FR Cite
NPRM	03/05/96	61 FR 9848
NPRM Comment Period End	04/10/96	
Final Action	05/31/96	61 FR 30397
Final Action Effective	07/15/96	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** James R. Budge, Division of Corporation Finance, Securities and Exchange Commission  
Phone: 202 942-2950

**RIN:** 3235-AG75

**4771. SMALL ISSUE EXEMPTIVE RULE AND REGISTRATION FORMS FOR CERTAIN RIGHTS OFFERINGS**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77c(b); 15 USC 77s

**CFR Citation:** 17 CFR 230.801(New)

**Legal Deadline:** None

**Abstract:** The Commission is withdrawing this item from the Unified Agenda because the Commission does not expect to consider the item within the next 12 months, but the Commission may consider the item further at some subsequent point.

**Timetable:**

Action	Date	FR Cite
NPRM	06/14/91	56 FR 27564
NPRM Comment Period End	09/09/91	
Withdrawn	10/01/96	

**Small Entities Affected:** None

**Government Levels Affected:** None

**Agency Contact:** Paul M. Dudek, Office of International Corporate Finance, Division of Corporation Finance, Securities and Exchange Commission  
Phone: 202 942-2990

**RIN:** 3235-AD44

**SEC—DIVISION OF CORPORATION FINANCE**

**Completed Actions**

**4772. FORMS FOR INFORMATION FILED BY EXEMPT FOREIGN PRIVATE ISSUERS**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 78l; 15 USC 78w

**CFR Citation:** 17 CFR 240.12g3-2(b); 17 CFR 249

**Legal Deadline:** None

**Abstract:** The Commission is withdrawing this item from the Unified Agenda because the Commission does not expect to consider the item within the next 12 months, but the Commission may consider the item further at some subsequent point.

**Timetable:**

Action	Date	FR Cite
NPRM	06/06/91	56 FR 27612
NPRM Comment Period End	09/09/91	
Withdrawn	10/01/96	

**Small Entities Affected:** None

**Government Levels Affected:** None

**Agency Contact:** Paul M. Dudek, Office of International Corporate Finance, Division of Corporation Finance, Securities and Exchange Commission  
Phone: 202 942-2990

**RIN:** 3235-AD72

**4773. STREAMLINING DISCLOSURE REQUIREMENTS RELATING TO SIGNIFICANT BUSINESS ACQUISITIONS AND REQUIRING QUARTERLY REPORTING OF UNREGISTERED EQUITY SALES**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77b; 15 USC 77c; 15 USC 77d; 15 USC 77s; 15 USC 78c(b); 15 USC 78d; 15 USC 78l; 15 USC 78m; 15 USC 78n; 15 USC 78o; 15 USC 78p; 15 USC 78w

**CFR Citation:** 17 CFR 210.3-05; 17 CFR 228.310; 17 CFR 239.25; 17 CFR 239.34; 17 CFR 249.308; 17 CFR 249.308a; 17 CFR 249.308b; 17 CFR 249.310; 17 CFR 249.310b; 17 CFR 230.901 to 230.904; 17 CFR 228.701; 17 CFR 229.701

**Legal Deadline:** None

**Abstract:** In connection with its review of problematic practices relating to Regulation S, the Commission adopted rule revisions that would reduce the need for reliance on Regulation S by eliminating certain impediments to registered offerings of securities under the Securities Act of 1933 by streamlining requirements with respect to financial statements of significant acquisitions. Also, revisions were adopted that would require registrants to report on a current or quarterly basis recent sales of equity securities that have not been registered under the Securities Act.

**Timetable:**

Action	Date	FR Cite
NPRM	07/10/95	60 FR 35656
NPRM Comment Period End	09/08/95	
Final Action	10/18/96	61 FR 54506
Final Action Effective	11/18/96	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** Walter Van Dorn, Office of International Corporate Finance, Division of Corporation Finance, Securities and Exchange Commission  
Phone: 202 942-2990

**Phone:** 202 942-2990

**RIN:** 3235-AG47

**4774. RELIEF FROM REPORTING BY SMALL ISSUERS**

**Priority:** Substantive, Nonsignificant

**Legal Authority:** 15 USC 77s; 15 USC 78l; 15 USC 78m; 15 USC 78o; 15 USC 78w

**CFR Citation:** 17 CFR 240.12g-1; 17 CFR 240.12g-4; 17 CFR 240.12h-3; 17 CFR 249.323(a)

**Legal Deadline:** None

**Abstract:** The Commission adopted amendments designed to reduce burdens on small business by doubling the asset threshold that subjects companies to registration and periodic reporting under the Securities Exchange Act of 1934 from \$5 million to \$10 million.

**Timetable:**

Action	Date	FR Cite
NPRM	07/10/95	60 FR 35642
NPRM Comment Period End	09/08/95	
Final Action	05/01/96	61 FR 21354
Final Action Effective	05/09/96	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** James R. Budge, Division of Corporate Finance, Securities and Exchange Commission  
Phone: 202 942-2950

**RIN:** 3235-AG48

**SECURITIES AND EXCHANGE COMMISSION (SEC)  
DIVISION OF INVESTMENT MANAGEMENT**

**Proposed Rule Stage**

**4775. INVESTMENT ADVISERS: REGISTRATION AND ANNUAL SUPPLEMENT FORMS**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 78o(b)(1); 15 USC 78w(a); 15 USC 80b-3; 15 USC 80b-4; 15 USC 80b-6A; 15 USC 80b-11

**CFR Citation:** 17 CFR 275; 17 CFR 279

**Legal Deadline:** None

**Abstract:** The Division of Investment Management is considering whether to recommend that the Commission revise Form ADV, the investment adviser registration form, and related rules to: (1) improve disclosure of information regarding an advisers' disciplinary history, (2) enhance disclosure of

information about the advisory relationship provided to clients and prospective clients, and (3) require annual amendment of the form.

**Timetable:**

Action	Date	FR Cite
NPRM	01/00/97	

**Small Entities Affected:** Undetermined

**SEC—DIVISION OF INVESTMENT MANAGEMENT**

**Proposed Rule Stage**

**Government Levels Affected:**  
Undetermined

**Agency Contact:** Joseph E. Price, Office of Disclosure and Investment Adviser Regulation—Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0721

**RIN:** 3235-AD21

**4776. REGISTRATION FEES FOR CERTAIN INVESTMENT COMPANIES**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 80a-37; 15 USC 80a-39; 15 USC 80a-24

**CFR Citation:** 17 CFR 270.24f-2

**Legal Deadline:** None

**Abstract:** The Division of Investment Management is considering whether to recommend that the Commission propose amendments to rule 24f-2 under the Investment Company Act of 1940 and to Form 24f-2, the rule and form that permit certain investment companies to register an indefinite number of securities under the Securities Act of 1933, and to propose a new form, Form 24f-2 UIT, which would serve as the form for annual notices filed under rule 24f-2 for unit investment trusts. The proposed amendments and new form would simplify the way unit investment trusts register securities and pay registration fees and relieve some of the administrative burden imposed by these requirements. The proposed rule and form amendments also would make technical amendments intended to clarify the application of certain provisions of rule 24f-2.

**Timetable:**

Action	Date	FR Cite
NPRM	06/00/97	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** Robin Gross, Office of Regulatory Policy, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0721

**RIN:** 3235-AG73

**4777. • ELECTRONIC FILING OF INSTITUTIONAL INVESTMENT MANAGER REPORTS ON FORM 13F**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 78c; 15 USC 78l; 15 USC 78m; 15 USC 78n; 15 USC 78o(d); 15 USC 78w(a); 15 USC 78ll

**CFR Citation:** 17 CFR 232.101; 17 CFR 240.13f-1; 17 CFR 240.13f-2; 17 CFR 249.325; 17 CFR 249.326

**Legal Deadline:** None

**Abstract:** This rule would make electronic filing of Form 13F reports mandatory instead of optional. It would also eliminate special formatting requirements for the electronic version of those reports and the related requirement that they be submitted on magnetic tape. Form 13F reports are filed quarterly by institutional investment managers having more than \$100,000,000 worth of equity securities in accounts under management to report the equity securities holdings of those accounts.

**Timetable:**

Action	Date	FR Cite
NPRM	10/00/96	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Ruth Armfield Sanders, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0633

**RIN:** 3235-AG97

**4778. • TEMPORARY EXEMPTION FOR CERTAIN INVESTMENT ADVISERS**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 80a-37; 15 USC 80a-6(c)

**CFR Citation:** 17 CFR 270.15a-4

**Legal Deadline:** None

**Abstract:** The staff of the Division of Investment Management is evaluating whether to recommend that the Commission propose an amendment to rule 15a-4 under the Investment Company Act of 1940, which permits a person, under certain circumstances,

to serve temporarily as an investment adviser to an investment company pursuant to a contract that has not been approved by the investment company's shareholders. The staff is evaluating whether to recommend that the Commission propose an amendment that would increase the number of days the investment adviser may so serve.

**Timetable:**

Action	Date	FR Cite
NPRM	11/00/96	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** None

**Agency Contact:** Marilyn Mann, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0582

**RIN:** 3235-AH02

**4779. UNIT INVESTMENT TRUSTS: SIMPLIFICATION OF REGISTRATION STATEMENTS AND ADVERTISING RULES**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 80a-8; 15 USC 77g; 15 USC 77j

**CFR Citation:** 17 CFR 239.16; 17 CFR 274.12

**Legal Deadline:** None

**Abstract:** The Commission has repropose for public comment Form N-7, a new form for registering unit investment trusts (UITs) and their securities under the Investment Company Act and the Securities Act. Adoption of Form N-7 would: (1) codify the disclosure requirements for UITs into one form; (2) codify the disclosure standards that have been developed for UITs; and (3) shorten and simplify the prospectus used in connection with the sale of units in both the initial offering and in the secondary market maintained by the sponsor. The requirement for audited financial statements would be eliminated under certain circumstances. Under the reproposal, the requirement that registrants include certain third-party financial statements in the registration statement would be extended to insurers as well as guarantors of portfolio securities of the trust.

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**Timetable:**

Action	Date	FR Cite
NPRM	03/17/87	52 FR 82682
NPRM Comment Period End	05/15/87	
NPRM	09/00/97	

**Small Entities Affected:** Businesses

**Government Levels Affected:** Federal

**Agency Contact:** Anthony Bosch, Office of Disclosure and Investment Adviser Regulation-Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0528

**RIN:** 3235-AA47

**4780. CERTAIN INVESTMENT COMPANY REGISTRATION FORMS**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77a et seq; 15 USC 80a-1 et seq

**CFR Citation:** 17 CFR 230.482; 17 CFR 239.15; 17 CFR 274.11; 17 CFR 239.23; 17 CFR 239.15A; 17 CFR 274.11A; 17 CFR 239.17a; 17 CFR 274.11b; 17 CFR 239.17b; 17 CFR 274.11c

**Legal Deadline:** None

**Abstract:** The Division of Investment Management is reviewing the requirements of Form N-1A, the registration form for all open-end management investment companies registering under the Securities Act and the Investment Company Act. The review will focus on ways to update and improve the disclosure requirements of the form. The Division is evaluating the use of a fund "profile." A fund profile contains a brief summary of a fund's key features in a standardized format.

**Timetable:**

Action	Date	FR Cite
NPRM	12/00/96	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** None

**Agency Contact:** Joseph E. Price, Office of Disclosure and Investment Adviser Regulation-Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0721

**RIN:** 3235-AE46

**4781. SMALL ENTITIES FOR PURPOSES OF THE REGULATORY FLEXIBILITY ACT AS APPLIED TO THE INVESTMENT COMPANY ACT**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 601 et seq

**CFR Citation:** 17 CFR 270.0-10

**Legal Deadline:** None

**Abstract:** The Division of Investment Management is considering whether to recommend that the Commission issue a release requesting public comment on a proposed amendment to Rule 0-10 under the Investment Company Act of 1940. The proposal would amend the definition of the terms "small business" and "small organization."

**Timetable:**

Action	Date	FR Cite
NPRM	11/00/96	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Thomas M. J. Kerwin, Office of Regulatory Policy, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0692

**RIN:** 3235-AG62

**4782. SHAREHOLDER REPORT AND FINANCIAL STATEMENT REVISIONS**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77f; 15 USC 77j; 15 USC 80a-29

**CFR Citation:** 17 CFR 210; 17 CFR 270.30d-1

**Legal Deadline:** None

**Abstract:** The staff of the Division of Investment Management is considering whether to recommend that the Commission propose revisions to the shareholder report and financial statement requirements for investment companies to improve the quality of updates and simplify investment company financial statement presentation.

**Timetable:**

Action	Date	FR Cite
NPRM	12/00/96	

**Small Entities Affected:** Undetermined

**Government Levels Affected:**

Undetermined

**Agency Contact:** Kathleen K. Clarke, Office of Disclosure and Investment Adviser Regulation-Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0721

**RIN:** 3235-AG64

**4783. EXEMPTION FOR FINANCE SUBSIDIARIES OF CERTAIN BANKS AND INSURANCE COMPANIES**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 80a-6(c); 15 USC 80a-37(a)

**CFR Citation:** 17 CFR 270.3a-5

**Legal Deadline:** None

**Abstract:** The Division of Investment Management is considering whether to recommend that the Commission propose amendments to expand rule 3a-5 to permit, among other things, finance subsidiaries of U.S. banks and insurance companies to rely on the rule.

**Timetable:**

Action	Date	FR Cite
NPRM	12/00/96	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** C. Hunter Jones, Office of Regulatory Policy, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0694

**RIN:** 3235-AE95

**4784. CUSTODY OF INVESTMENTS BY A REGISTERED MANAGEMENT INVESTMENT COMPANY**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 80a-17(f); 15 USC 80a-6(c); 15 USC 80a-37(a)

**CFR Citation:** 17 CFR 270.17f-2

**Legal Deadline:** None

**Abstract:** The Division of Investment Management is considering whether to recommend that the Commission propose amendments to rule 17f-2 under the Investment Company Act,

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which governs the circumstances under which the securities and similar investments of a registered management investment company may be maintained in the custody of such company.

**Timetable:**

Action	Date	FR Cite
NPRM	01/00/97	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Thomas M. J. Kerwin, Office of Regulatory Policy, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0692

**RIN:** 3235-AF70

**4785. MERGERS OF CERTAIN AFFILIATED INVESTMENT COMPANIES**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 80a-17(a); 15 USC 80a-6(c); 15 USC 80a-37(a)

**CFR Citation:** 17 CFR 270.17a-8

**Legal Deadline:** None

**Abstract:** Rule 17a-8 presently allows a merger, consolidation, or purchase or sale of substantially all of the assets involving registered investment companies which may be affiliated persons, or affiliated persons of an affiliated person, solely by reason of having a common investment adviser, common directors, and/or common officers. The Division of Investment Management is considering whether to recommend to the Commission that it expand the applicability of the rule to other affiliate relationships.

**Timetable:**

Action	Date	FR Cite
NPRM	02/00/97	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Thomas M. J. Kerwin, Office of Regulatory Policy, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0692

**RIN:** 3235-AG31

**4786. IMPROVING DESCRIPTIONS OF RISK BY MUTUAL FUNDS AND OTHER INVESTMENT COMPANIES**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77a et seq; 15 USC 80a-1 et seq

**CFR Citation:** 17 CFR 230.482; 17 CFR 239.15A; 17 CFR 274.11A; 17 CFR 239.14; 17 CFR 274.11a-1

**Legal Deadline:** None

**Abstract:** The Commission issued a concept release seeking public comment on the ways in which investment company risk disclosure can be improved. Currently open-end and closed-end companies are required to provide narrative risk disclosure in their prospectuses. The concept release requests comment on both narrative and quantitative methods for providing information to investors about the risks of investment companies. This replaces RIN 3235-AG30.

**Timetable:**

Action	Date	FR Cite
ANPRM	03/29/95	60 FR 17172
Extension of Comment Period	06/28/95	60 FR 33375
ANPRM Comment Period End	07/28/95	
NPRM	12/00/96	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Anthony Bosch, Office of Disclosure and Investment Adviser Regulation-Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0528

**RIN:** 3235-AG43

**4787. EXEMPTION OF CERTAIN PURCHASE OR SALE TRANSACTIONS BETWEEN AN INVESTMENT COMPANY AND CERTAIN AFFILIATED PERSONS THEREOF**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 80a-37; 15 USC 80a-6(c)

**CFR Citation:** 17 CFR 270.17a-7

**Legal Deadline:** None

**Abstract:** Rule 17a-7 permits purchase and sale transactions of portfolio securities among affiliated funds. The staff of the Division of Investment Management is evaluating whether to recommend that the Commission propose amendments to the pricing conditions of the rule.

**Timetable:**

Action	Date	FR Cite
NPRM	05/00/97	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** None

**Agency Contact:** Marilyn Mann, Office of Regulatory Policy, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0582

**RIN:** 3235-AG57

**4788. BONDING OF OFFICERS AND EMPLOYEES OF REGISTERED MANAGEMENT INVESTMENT COMPANIES**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 80a-17(g); 15 USC 80a-6(c); 15 USC 80a-37

**CFR Citation:** 17 CFR 270.17g-1

**Legal Deadline:** None

**Abstract:** The staff of the Division of Investment Management is considering whether to recommend that the Commission propose amendments to modernize and clarify the provisions of rule 17g-1, which governs the bonding of officers and employees of registered management investment companies.

**Timetable:**

Action	Date	FR Cite
NPRM	09/00/97	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Nadya B. Roytblat, Office of Regulatory Policy, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0693

**RIN:** 3235-AG58

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**4789. DEPOSITS OF SECURITIES IN SECURITIES DEPOSITORIES**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 80a-17(f); 15 USC 80a-06(c); 15 USC 80a-37(a)

**CFR Citation:** 17 CFR 270.17f-4

**Legal Deadline:** None

**Abstract:** Rule 17f-4 governs the use of securities depositories as custodians of the assets of management investment companies. The staff is considering whether to recommend that the Commission propose amendments that would, among other things, expand the types of entities that may be used as securities depositories and permit investment company officers to authorize depository arrangements.

**Timetable:**

Action	Date	FR Cite
NPRM	02/00/97	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Thomas M. J. Kerwin, Office of Regulatory Policy, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0692

**RIN:** 3235-AG71

**4790. MULTIPLE CLASS COMPANIES**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 80a-37; 15 USC 80a-6(c)

**CFR Citation:** 17 CFR 270.18f-3

**Legal Deadline:** None

**Abstract:** The Commission proposed amendments to rule 18f-3, which permits registered open-end investment companies to issue multiple classes of shares. The amendments would clarify and expand the methods a fund may use to allocate income, capital items, and expenses other than class expenses and clarify when a shareholder vote is required for classes with a conversion feature. The Commission also proposed a technical amendment to Rule 126-1 to clarify how the various provisions of the rule apply to a "series" fund.

**Timetable:**

Action	Date	FR Cite
NPRM	09/09/96	61 FR 49022
NPRM Comment Period End	11/18/96	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** Marilyn Mann, Office of Regulatory Policy, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0582

**RIN:** 3235-AG72

**4791. • DELIVERY OF PROSPECTUSES AND ANNUAL REPORTS TO MULTIPLE SHAREHOLDERS AT THE SAME ADDRESS**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 80a-37; 15 USC 80a-6(c); 15 USC 77s(a)

**CFR Citation:** 17 CFR 270.30d-1; 17 CFR 270.30d-2; 17 CFR Not yet determined

**Legal Deadline:** None

**Abstract:** The staff of the Division of Investment Management is evaluating whether to recommend that the Commission propose a new rule under the Securities Act of 1933 that would permit companies to satisfy the prospectus delivery requirements of section 5(b)(2) of the Securities Act for more than one shareholder residing at an address by delivering a prospectus to one of the shareholders at the address, if certain conditions are met. The staff is also evaluating whether to recommend similar amendments to rules 30d-1 and 30d-2 under the Investment Company Act, which require delivery of annual and semi-annual reports of management investment companies.

**Timetable:**

Action	Date	FR Cite
NPRM	02/00/97	

**Small Entities Affected:** None

**Government Levels Affected:** Undetermined

**Agency Contact:** Marilyn Mann, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0582

**RIN:** 3235-AG98

**4792. AMENDMENTS TO FORM N-SAR, SEMI-ANNUAL REPORT OF REGISTERED INVESTMENT COMPANIES**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 78n; 15 USC 78o(d); 15 USC 78w(a); 15 USC 80a-8; 15 USC 80a-29; 15 USC 80a-37

**CFR Citation:** 17 CFR 249.330; 17 CFR 274.101

**Legal Deadline:** None

**Abstract:** The Division of Investment Management is considering whether to recommend that the Commission amend Form N-SAR, the semi-annual report for registered investment companies, to update the items of the form.

**Timetable:**

Action	Date	FR Cite
NPRM	01/00/97	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Carolyn Miller, Office of Financial Analysis, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0510

**RIN:** 3235-AF93

**4793. INSURANCE PRODUCTS: NEW FORM N-6 FOR REGISTRATION OF SEPARATE ACCOUNTS OFFERING VARIABLE LIFE INSURANCE CONTRACTS**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77a et seq; 15 USC 80a-1 et seq; 15 USC 77g; 15 USC 77j; 15 USC 77s; 15 USC 80a-8; 15 USC 80a-29; 15 USC 80a-37

**CFR Citation:** Not yet determined

**Legal Deadline:** None

**Abstract:** The staff of the Office of Insurance Products is planning to recommend that the Commission propose a new Form N-6 to be used for separate accounts offering variable life insurance contracts to register under both the Investment Company Act and the Securities Act. Currently, most insurance company separate accounts are organized as unit

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investment trusts (UITs) and register their interests on Form S-6. Form S-6 was developed for UITs generally, and not specifically for insurance company separate accounts that offer interests in variable life insurance contracts.

**Timetable:**

Action	Date	FR Cite
NPRM	06/00/97	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Kevin M. Kirchoff, Office of Insurance Products, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0672

**RIN:** 3235-AG37

**4794. INSURANCE PRODUCTS: RULE TO PERMIT MIXED AND SHARED FUNDING**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 80a-1 et seq; 15 USC 80a-6(c); 15 USC 80a-37

**CFR Citation:** Not yet determined

**Legal Deadline:** None

**Abstract:** The staff of the Office of Insurance Products is planning to recommend that the Commission propose for public comment a rule under the Investment Company Act applicable to insurance company separate accounts. The rule would codify standards the staff has developed in processing applications from insurance companies and their separate accounts seeking exemptions

to permit shares of investment companies to be sold to and held by variable annuity and variable life insurance separate accounts of both affiliated and unaffiliated life insurance companies. If adopted, the proposed rule would eliminate the need for individual exemptive orders.

**Timetable:**

Action	Date	FR Cite
NPRM	09/00/97	

**Small Entities Affected:** None

**Government Levels Affected:** None

**Agency Contact:** Kevin M. Kirchoff, Office of Insurance Products, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0672

**RIN:** 3235-AG39

**SECURITIES AND EXCHANGE COMMISSION (SEC)**

**Final Rule Stage**

**DIVISION OF INVESTMENT MANAGEMENT**

**4795. MONEY MARKET FUND PROSPECTUSES**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77a et seq; 15 USC 80a-1 et seq

**CFR Citation:** 17 CFR 239.15A; 17 CFR 239.17a; 17 CFR 274.11a; 17 CFR 239.14; 17 CFR 274.11a-1

**Legal Deadline:** None

**Abstract:** The Commission proposed for comment amendments to Forms N-1A and N-3 applicable to money market funds. The amendments would permit money market funds to significantly shorten and simplify money market fund and separate account prospectuses. More detailed information would continue to be available in the Statement of Additional Information. Such amendments are also intended to reduce the cost to funds of preparing, printing, and distributing prospectuses. The proposals would also make conforming rule and form amendments and revisions to staff guides to Form N-1A and Form N-3.

**Timetable:**

Action	Date	FR Cite
NPRM	07/26/95	60 FR 38454

Action	Date	FR Cite
NPRM Comment Period End	09/27/95	
Final Action	01/00/97	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Additional Information:** Previously reported as RIN 3235-AF95.

**Agency Contact:** John Ganley, Office of Disclosure and Investment Adviser Regulation-Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0721

**RIN:** 3235-AG55

**4796. PERFORMANCE ADVERTISING BY UNIT INVESTMENT TRUSTS**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77a et seq; 15 USC 80a-1 et seq

**CFR Citation:** 17 CFR 230.482; 17 CFR 239.16; 17 CFR 270.34b-1

**Legal Deadline:** None

**Abstract:** On November 22, 1995 the Commission published a request for public comment on a proposal that would standardize yields advertised by certain unit investment trusts (UITs).

The proposal would amend Form S-6, the form used by UITs to register under the Securities Act of 1933 (1933 Act), rule 482 under the 1933 Act, which governs investment company sales materials not accompanied or preceded by a prospectus (advertisements), and rule 34b-1 under the Investment Company Act of 1940, which governs sales materials that accompany or follow the delivery of a statutory prospectus (sales literature). The proposal would require UITs to use a standardized formula for calculating yield in their prospectuses, advertisements, and sales literature.

**Timetable:**

Action	Date	FR Cite
NPRM	11/22/95	60 FR 61454
Extension of Comment Period	01/11/96	61 FR 1312
NPRM Comment Period End	01/29/96	
Extended Comment Period End	03/29/96	
Final Action	01/00/97	

**Small Entities Affected:** Businesses

**Government Levels Affected:** Federal

**Additional Information:** This item was previously part of item 3235-AA47, Unit Investment Trusts: Simplification of Registration Statements.

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**Agency Contact:** Anthony Bosch,  
Office of Disclosure and Investment  
Adviser Regulation-Division of  
Investment Management, Securities and  
Exchange Commission  
Phone: 202 942-0528  
**RIN:** 3235-AG63

**4797. REQUIREMENTS RELATING TO  
CODES OF ETHICS WITH RESPECT  
TO REGISTERED INVESTMENT  
COMPANIES; RECORDS TO BE  
MAINTAINED BY INVESTMENT  
ADVISERS**

**Priority:** Substantive, Nonsignificant.  
Major status under 5 USC 801 is  
undetermined.

**Legal Authority:** 15 USC 80a-17(j); 15  
USC 80a-37; 15 USC 80b-4; 15 USC  
80b-6(4); 15 USC 80b-11(a); 15 USC  
80a-6(c)

**CFR Citation:** 17 CFR 270.17j-1; 17  
CFR 275.204-2

**Legal Deadline:** None

**Abstract:** The Commission has proposed amendments to Rule 17j-1 under the Investment Company Act, Rule 204-2 under the Investment Advisers Act, and investment company registration forms under the Investment Company Act and the Securities Act of 1933. The amendments to Rule 17j-1 would enhance oversight of personal investment activities of investment company personnel by boards of directors and would require access persons to report to their employers all securities owned by them at the time they become access persons. Additional amendments would make the scope of the rule more consistent with its purpose. Amendments to Rule 204-2 under the Investment Advisers Act would expand the list of securities exempt from the recordkeeping requirements of that rule. The amendments to fund registration forms would require investment companies to provide disclosure in their registration statements relating to codes of ethics and to file copies of their codes of ethics with the Commission as exhibits to their registration statements.

**Timetable:**

Action	Date	FR Cite
NPRM	09/14/95	60 FR 47844
NPRM Comment Period End	11/13/95	
Final Action	12/00/96	

**Small Entities Affected:** Businesses

**Government Levels Affected:** Federal

**Agency Contact:** Catherine M. Saadeh,  
Office of Regulatory Policy, Division of  
Investment Management, Securities and  
Exchange Commission  
Phone: 202 942-0650

**RIN:** 3235-AG27

**4798. EXEMPTION OF ACQUISITION  
OF SECURITIES DURING THE  
EXISTENCE OF UNDERWRITING  
SYNDICATES**

**Priority:** Substantive, Nonsignificant.  
Major status under 5 USC 801 is  
undetermined.

**Legal Authority:** 15 USC 80a-10(f); 15  
USC 80a-30(a); 15 USC 80a-37; 15 USC  
80a-6(c)

**CFR Citation:** 17 CFR 270.10f-3; 17  
CFR 270.17a-10

**Legal Deadline:** None

**Abstract:** The Commission has proposed amendments to Rule 10f-3, which permits an investment company, during the existence of an underwriting syndicate, to purchase securities underwritten by certain fund affiliates that are members of the underwriting syndicate. The proposed amendments would increase the percentage of an underwriting that an investment company may purchase in reliance on the rule, and would expand the scope of the rule to include foreign securities the proposed amendments, and a proposed new companion rule (Rule 17a-10) also would permit investment companies to acquire municipal securities from underwriting syndicates in "group sales."

**Timetable:**

Action	Date	FR Cite
NPRM	03/27/96	61 FR 13630
NPRM Comment Period End	06/30/96	
Final Action	11/00/96	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** C. Hunter Jones,  
Office of Regulatory Policy, Division of  
Investment Management, Securities and  
Exchange Commission  
Phone: 202 942-0694

**RIN:** 3235-AG61

**4799. STATUS OF INVESTMENT  
ADVISORY PROGRAMS UNDER THE  
INVESTMENT COMPANY ACT OF 1940**

**Priority:** Substantive, Nonsignificant.  
Major status under 5 USC 801 is  
undetermined.

**Legal Authority:** 15 USC 80a-6(c); 15  
USC 80a-37(a)

**CFR Citation:** 17 CFR 270; 17 CFR 274

**Legal Deadline:** None

**Abstract:** The Commission published for public comment revised proposed Rule 3a-4 under the Investment Company Act of 1940, which would provide a nonexclusive safe harbor from the definition of investment company for certain programs under which investment advisory services are provided to clients.

**Timetable:**

Action	Date	FR Cite
NPRM	07/27/95	60 FR 39574
NPRM Comment Period End	10/02/95	
Final Action	05/00/97	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** Marjorie Riegel,  
Office of the Chief Counsel, Division  
of Investment Management, Securities  
and Exchange Commission  
Phone: 202 942-0660

**RIN:** 3235-AG07

**4800. PUHCA: EXEMPTION FOR  
CERTAIN ACQUISITIONS OF FOREIGN  
UTILITY COMPANIES**

**Priority:** Substantive, Nonsignificant.  
Major status under 5 USC 801 is  
undetermined.

**Legal Authority:** 15 USC 79(t); 15 USC  
79(n)

**CFR Citation:** 17 CFR 250.55; 17 CFR  
259.5s0 (Revision)

**Legal Deadline:** None

**Abstract:** The proposed rule is intended to provide a safe harbor for the acquisition of one or more foreign utility companies by a registered holding company.

**Timetable:**

Action	Date	FR Cite
NPRM	03/08/93	58 FR 13719
NPRM Comment Period End	04/14/93	
Final Action	06/00/97	

**SEC—DIVISION OF INVESTMENT MANAGEMENT**

**Final Rule Stage**

**Small Entities Affected:** None  
**Government Levels Affected:** None  
**Agency Contact:** David LaRoche, Office of Public Utility Regulation, Division of Investment Management, Securities and Exchange Commission  
 Phone: 202 942-0559  
**RIN:** 3235-AF78

**4801. STATUS OF SUBSIDIARY COMPANIES FORMED TO HOLD INTERESTS IN FOREIGN UTILITY COMPANIES**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.  
**Legal Authority:** 15 USC 79(t)  
**CFR Citation:** 17 CFR 250.56  
**Legal Deadline:** None

**Abstract:** The proposed rule clarifies that a subsidiary of a registered holding company which is engaged exclusively in the business of owning an interest in one or more foreign utility companies shall be deemed to be a foreign utility company.

**Timetable:**

Action	Date	FR Cite
NPRM	03/08/93	58 FR 13719
NPRM Comment Period End	04/14/93	
Final Action	06/00/97	

**Small Entities Affected:** None  
**Government Levels Affected:** None  
**Agency Contact:** David LaRoche, Office of Public Utility Regulation, Division of Investment Management, Securities and Exchange Commission  
 Phone: 202 942-0559  
**RIN:** 3235-AF79

**4802. PUHCA: SUBSIDIARIES PERFORMING SERVICES OR CONSTRUCTION OR SELLING GOODS**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.  
**Legal Authority:** 15 USC 79t  
**CFR Citation:** 17 CFR 250.87  
**Legal Deadline:** None

**Abstract:** The Commission proposed an amendment to rule 87 to require Commission approval before a registered holding company or its subsidiaries may render services to an associate exempt wholesale generator or

a foreign utility company. Additionally, registered holding associate companies and their subsidiaries may not accept services from exempt wholesale generators or foreign utility companies without Commission approval.

**Timetable:**

Action	Date	FR Cite
NPRM	09/23/93	58 FR 51508
NPRM Comment Period End	11/30/93	
Final Action	06/00/97	

**Small Entities Affected:** None  
**Government Levels Affected:** None  
**Agency Contact:** Bonnie Wilkinson, Office of Public Utility Regulation, Division of Investment Management, Securities and Exchange Commission  
 Phone: 202 942-0544  
 Fax: 202 942-9595  
**RIN:** 3235-AF87

**4803. PUHCA: EXEMPTION FOR TRANSACTIONS WITH FOREIGN ASSOCIATES**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.  
**Legal Authority:** 15 USC 79m(b)  
**CFR Citation:** 17 CFR 250.83(d)  
**Legal Deadline:** None

**Abstract:** The proposal would extend an existing exemption from the standards of section 13(b) to transactions involving services, sales and construction contracts with foreign associate companies. The proposal would also consider whether the rule would protect against a diversion of management and expertise away from the needs of the system's core utility operations in a companion rulemaking involving a proposed amendment to rule 87. This rulemaking was previously included in RIN No. 3235-AF68.

**Timetable:**

Action	Date	FR Cite
NPRM	11/16/92	57 FR 54025
NPRM Comment Period End	01/15/93	
Final Action	06/00/97	

**Small Entities Affected:** None  
**Government Levels Affected:** None  
**Agency Contact:** Bonnie Wilkinson, Office of Public Utility Regulation, Division of Investment Management, Securities and Exchange Commission

Phone: 202 942-0544  
 Fax: 202 942-9595  
**RIN:** 3235-AG19

**4804. EXEMPTION OF ISSUANCE AND SALE OF SECURITIES BY PUBLIC UTILITY AND NONUTILITY SUBSIDIARY COMPANIES OF REGISTERED PUBLIC UTILITY HOLDING COMPANIES**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 79c; 15 USC 79f(b); 15 USC 79i(c)(3); 15 USC 79t; 15 USC 79l

**CFR Citation:** 17 CFR 250.45; 17 CFR 250.52

**Legal Deadline:** None

**Abstract:** The proposed amendment to Rule 52 would broaden the scope of the rule to exempt all types of securities issued and sold by any subsidiary company of a registered holding company, subject to satisfying the other conditions of the rule. A conforming change to Rule 45 is also proposed to conditionally exempt from the requirement of prior Commission approval any guarantee by a subsidiary company of debt securities issued by any other subsidiary company.

**Timetable:**

Action	Date	FR Cite
NPRM	06/28/95	60 FR 33640
NPRM Comment Period End	09/26/95	
Final Action	06/00/97	

**Small Entities Affected:** None  
**Government Levels Affected:** None  
**Agency Contact:** Bonnie Wilkinson, Office of Public Utility Regulation, Division of Investment Management, Securities and Exchange Commission  
 Phone: 202 942-0544  
 Fax: 202 942-9595  
**RIN:** 3235-AG45

## SEC—DIVISION OF INVESTMENT MANAGEMENT

Final Rule Stage

**4805. EXEMPTION OF ACQUISITION BY REGISTERED PUBLIC UTILITY HOLDING COMPANIES OF SECURITIES OF NONUTILITY COMPANIES ENGAGED IN CERTAIN ENERGY RELATED AND GAS RELATED ACTIVITIES**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 79c; 15 USC 79f(b); 15 USC 79i(c)(3); 15 USC 79t; 15 USC 79l

**CFR Citation:** 17 CFR 250.45(b); 17 CFR 250.52(b); 17 CFR 250.58

**Legal Deadline:** None

**Abstract:** Proposed Rule 58 and related amendments to Rule 45(b) and Rule 52(b) would exempt from the requirement of prior Commission approval under the Public Utility Holding Company Act of 1935 the acquisition by a registered holding company, or any subsidiary company, of any securities of an energy-related company, subject to certain investment limitations and reporting requirements.

**Timetable:**

Action	Date	FR Cite
NPRM	06/28/95	60 FR 33642

Action	Date	FR Cite
NPRM Comment Period End	09/26/95	
Final Action	11/00/96	

**Small Entities Affected:** None

**Government Levels Affected:** None

**Agency Contact:** Bonnie Wilkinson, Office of Public Utility Regulation, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0544  
Fax: 202 942-9595

**RIN:** 3235-AG46

**SECURITIES AND EXCHANGE COMMISSION (SEC)  
DIVISION OF INVESTMENT MANAGEMENT**

Long-Term Actions

**4806. CUSTODY OF INVESTMENT COMPANY ASSETS OUTSIDE THE UNITED STATES**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 80a-6(c); 15 USC 80a-37(a)

**CFR Citation:** 17 CFR 270.17f-5

**Legal Deadline:** None

**Abstract:** The Commission has proposed amendments to rule 17f-5 that would revise the findings that currently must be made in establishing foreign custody arrangements to focus exclusively on the safekeeping of investment company assets, permit a company's board of directors to delegate its responsibilities under the rule to evaluate these arrangements, and expand the class of foreign banks and securities depositories that could serve as investment company custodians.

**Timetable:**

Action	Date	FR Cite
NPRM	08/02/95	60 FR 39592
NPRM Comment Period End	11/06/95	
Final Action	12/00/97	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** Robin S. Gross, Office of Regulatory Policy, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0640

**RIN:** 3235-AE98

**4807. CUSTODY OF INVESTMENT COMPANY ASSETS WITH FUTURES COMMISSION MERCHANTS AND COMMODITY CLEARING ORGANIZATIONS**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 80a-6(c); 15 USC 80a-37(a)

**CFR Citation:** 17 CFR 270.17f-6

**Legal Deadline:** None

**Abstract:** The Commission has proposed a rule that would permit registered management investment companies to use certain futures commission merchants and commodity clearing organizations as custodians of their assets in connection with investment company commodity transactions.

**Timetable:**

Action	Date	FR Cite
NPRM	06/01/94	59 FR 28286
NPRM Comment Period End	08/01/94	59 FR 39311
Final Action	11/00/97	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** Nadya B. Roytblat, Office of Regulatory Policy, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0593

**RIN:** 3235-AF97

**4808. DEREGISTRATION FORM AMENDMENTS**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 80a-37(a)

**CFR Citation:** 17 CFR 274.218; 17 CFR 270.8F-1

**Legal Deadline:** None

**Abstract:** The Division of Investment Management is considering recommending to the Commission amendments for Form N-8F, the deregistration form used by those registered investment companies defined in rule 8f-1 under the Investment Company Act. The proposed amendments to Form N-8F would seek to simplify and expedite the deregistration process for investment companies by (1) reorganizing the information reported on the Form, (2) deleting any questions that are unnecessary and adding questions that are frequently asked by the Division, and (3) clarifying the meaning and scope of items.

**Timetable:** Next Action Undetermined

**Small Entities Affected:** Businesses

**Government Levels Affected:** Federal

**Agency Contact:** Alison E. Baur, Office of Investment Company Regulation, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0564

**RIN:** 3235-AG29

**SECURITIES AND EXCHANGE COMMISSION (SEC)  
DIVISION OF INVESTMENT MANAGEMENT**

**Completed Actions**

**4809. SUITABILITY OF INVESTMENT ADVISER ADVICE; QUARTERLY ACCOUNT STATEMENTS**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.  
**Legal Authority:** 15 USC 80b-6; 15 USC 80b-4  
**CFR Citation:** 17 CFR 275.204-2

**Legal Deadline:** None

**Abstract:** The Commission was considering whether to adopt proposed rules that would make explicit the duty that investment advisers make only suitable recommendations to their clients. The Division was also considering whether to recommend that the Commission require certain investment advisers that exercise investment discretion with respect to client accounts to have a reasonable belief that the custodians of these accounts are sending quarterly account statements to the clients. The Commission is withdrawing this item from the Unified Agenda because the Commission does not expect to consider this item within the next 12 months.

**Timetable:**

Action	Date	FR Cite
NPRM	03/16/94	59 FR 13464
NPRM Comment Period End	05/23/94	
Withdrawn	10/01/96	

**Small Entities Affected:** Businesses  
**Government Levels Affected:** None  
**Agency Contact:** Joseph E. Price, Office of Disclosure and Investment Adviser Regulation-Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0721  
**RIN:** 3235-AG06

**4810. DISCLOSURE BY INVESTMENT ADVISERS REGARDING SOFT DOLLAR PRACTICES**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.  
**Legal Authority:** 15 USC 80b-4; 15 USC 80b-6(4); 15 USC 80b-11(a); 15 USC 78bb(e)(2)  
**CFR Citation:** 17 CFR 275; 17 CFR 279  
**Legal Deadline:** None  
**Abstract:** The Commission proposed to require investment advisers to provide

an annual report to clients regarding their "soft dollar" practices. This action was previously included as part of 3235-AD21. The Commission is withdrawing this item from the Unified Agenda because the Commission does not expect to consider the item within the next 12 months, but the Commission may consider the item further at some point.

**Timetable:**

Action	Date	FR Cite
NPRM	02/14/95	60 FR 9750
NPRM Comment Period End	05/19/95	
Withdrawn	10/01/96	

**Small Entities Affected:** Businesses  
**Government Levels Affected:** None  
**Agency Contact:** Joseph E. Price, Office of Disclosure and Investment Adviser Regulation-Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0721  
**RIN:** 3235-AG36

**4811. MONEY MARKET FUND QUARTERLY REPORTING**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.  
**Legal Authority:** 15 USC 78m; 15 USC 78o(d); 15 USC 78w(a); 15 USC 80a-8; 15 USC 80a-29; 15 USC 80a-30; 15 USC 80a-37; 15 USC 80a-44  
**CFR Citation:** 17 CFR 270.30b3-1  
**Legal Deadline:** None

**Abstract:** The Commission proposed a new rule under the Investment Company Act of 1940 that would require money market funds to file quarterly reports with the Commission identifying, describing and providing valuation information for each security in the portfolios. The reports would have been filed electronically through the Commission's EDGAR system. This information would have been used to monitor money market fund compliance with the Federal securities laws. The Commission is withdrawing this item from the Unified Agenda because the Commission does not expect to consider this item within the next 12 months, but the Commission may consider the item further at some point.

**Timetable:**

Action	Date	FR Cite
NPRM	07/26/95	60 FR 38454
NPRM Comment Period End	09/27/95	
Withdrawn	10/01/96	

**Small Entities Affected:** Businesses  
**Government Levels Affected:** None  
**Agency Contact:** Joseph Price, Office of Disclosure and Investment Adviser Regulation-Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0721  
**RIN:** 3235-AG56

**4812. EXEMPTIONS FOR CERTAIN INVESTMENT COMPANIES TO IMPOSE DEFERRED SALES LOADS**

**Priority:** Substantive, Nonsignificant  
**Legal Authority:** 15 USC 80a-6(c); 15 USC 80a-37; 15 USC 77a et seq  
**CFR Citation:** 17 CFR 270.6c-10; 17 CFR 239.15A  
**Legal Deadline:** None

**Abstract:** The Commission adopted amendments to rule 6c-10 which would allow certain open-end management investment companies to impose deferred sales loads other than contingent deferred sales loads, including sales loads payable in installments. The Commission also adopted amendments to the Form N-1A registration statement to modify the prospectus disclosure requirements to reflect the changes made in the adopted rule amendments.

**Timetable:**

Action	Date	FR Cite
NPRM	02/23/95	60 FR 11890
NPRM Comment Period End	04/17/95	
Final Action	09/09/96	61 FR 49011
Final Action Effective	10/17/96	

**Small Entities Affected:** Businesses  
**Government Levels Affected:** Federal  
**Additional Information:** Proposals and rules described in this item were published under RIN 3235-AD18.  
**Agency Contact:** Marilyn K. Mann, Office of Regulatory Policy, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0582  
**RIN:** 3235-AE97

## SEC—DIVISION OF INVESTMENT MANAGEMENT

## Completed Actions

**4813. OFF-THE-PAGE PROSPECTUSES FOR OPEN-END MANAGEMENT INVESTMENT COMPANIES**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77j(b); 15 USC 77s(a)

**CFR Citation:** 17 CFR 230.482

**Legal Deadline:** None

**Abstract:** The Commission proposed for public comment amendments to rule 482 under the Securities Act containing requirements for the use of an advertisement that would allow investors the option of purchasing shares directly from an open-end investment company by completing an application form included with the advertisement. The advertisement would be a prospectus for purposes of liability under section 12(2) of the Securities Act, and would be required to contain core information about the investment company. The Commission is withdrawing this item from the Unified Agenda because the Commission does not expect to consider the item within the next 12 months.

**Timetable:**

Action	Date	FR Cite
NPRM	03/19/93	58 FR 16141
NPRM Comment Period End	06/23/93	
Withdrawn	10/01/96	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** Kenneth Berman, Office of Regulatory Policy, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0690

**RIN:** 3235-AF58

**4814. DISTRIBUTION OF SHARES BY REGISTERED OPEN-END MANAGEMENT INVESTMENT COMPANY**

**Priority:** Substantive, Nonsignificant

**Legal Authority:** 15 USC 80a-12(b); 15 USC 80a-6(c); 15 USC 80a-37(a)

**CFR Citation:** 17 CFR 270.12b-1

**Legal Deadline:** None

**Abstract:** The Commission has adopted a technical amendment to rule 12b-1

to provide that a plan regarding payment of asset-based distribution charges adopted prior to an investment company's beginning to offer its shares to the public would not have to be approved by the company's shareholders. Such a plan is typically approved by the company's investment adviser in most cases. Shareholder approval of the plan under these circumstances is virtually automatic, mechanical, and offers no significant protection to the company's public shareholders. Thus, requiring shareholder approval of these plans before an investment company offers its shares to the public is unnecessary.

**Timetable:**

Action	Date	FR Cite
NPRM	01/19/96	61 FR 1313
NPRM Comment Period End	02/22/96	
Final Action	09/09/96	61 FR 49010
Final Action Effective	10/17/96	

**Small Entities Affected:** None

**Government Levels Affected:** None

**Agency Contact:** C. Hunter Jones, Office of Regulatory Policy, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0694

**RIN:** 3235-AG59

**4815. MUTUAL FUND PROSPECTUSES PROVIDED TO PARTICIPANTS IN CERTAIN DEFINED CONTRIBUTION PLANS AND FORM AMENDMENTS**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 80a-1 et seq; 15 USC 77a et seq

**CFR Citation:** 17 CFR 239.15A; 17 CFR 274.11A

**Legal Deadline:** None

**Abstract:** The Division of Investment Management is no longer considering whether to recommend that the Commission issue a release requesting public comment on proposed amendments to Form N-1A. The proposal would have permitted mutual funds that are offered as investment options in participant-directed defined contribution plans to modify the disclosure requirements for prospectuses provided to plan participants. The Commission is

withdrawing this item from the Unified Agenda because the Commission is no longer considering proposing this item within the next 12 months.

**Timetable:**

Action	Date	FR Cite
Withdrawn	10/01/96	

**Small Entities Affected:** None

**Government Levels Affected:** None

**Agency Contact:** Jonathan F. Cayne, Office of Disclosure and Investment Adviser Regulation-Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0577

**RIN:** 3235-AG60

**4816. REPURCHASE OFFERS BY CLOSED-END MANAGEMENT INVESTMENT COMPANIES; DISCLOSURE OF SALES CHARGES**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 80a-6(c); 15 USC 80a-23(c); 15 USC 80a-37

**CFR Citation:** 17 CFR 270.23c-3

**Legal Deadline:** None

**Abstract:** The Division of Investment Management was considering whether to recommend that the Commission propose amendments to rule 23c-3 under the Investment Company Act of 1940 to permit closed-end interval funds to impose deferred sales loads comparable to those charged by open-end management investment companies, provide interval funds with the flexibility to coordinate sales of new shares with the repurchase of outstanding shares, and make certain technical changes to the rule. The Division was also considering whether to recommend that the Commission propose amendments to the Form N-2 registration statement to reflect the rule amendments. The Commission is withdrawing this item from the Unified Agenda because the Commission does not expect to consider the item within the next 12 months, but the Commission may consider the item at some further point.

**Timetable:**

Action	Date	FR Cite
Withdrawn	10/01/96	

**Small Entities Affected:** None

**Government Levels Affected:** None

**SEC—DIVISION OF INVESTMENT MANAGEMENT**

**Completed Actions**

**Agency Contact:** C. Hunter Jones,  
Office of Regulatory Policy, Division of  
Investment Management, Securities and  
Exchange Commission  
Phone: 202 942-0694

**RIN:** 3235-AG74

**4817. INSURANCE PRODUCTS: RULE REGARDING MORTALITY AND EXPENSE RISK CHARGES**

**Priority:** Substantive, Nonsignificant.  
Major status under 5 USC 801 is  
undetermined.

**Legal Authority:** 15 USC 80a-1 et seq;  
15 USC 80a-6(c); 15 USC 80a-37

**CFR Citation:** Not yet determined

**Legal Deadline:** None

**Abstract:** The Division is planning to recommend that the Commission repropose for public comment a rule under the Investment Company Act for variable annuity separate accounts that would permit the deduction of certain risk charges from account assets. If adopted, the proposed rule would eliminate the need for individual exemptive orders in connection with these matters.

**Timetable:**

Action	Date	FR Cite
Withdrawn - Rulemaking unnecessary as result of recent legislation.	10/01/96	

**Small Entities Affected:** None

**Government Levels Affected:** None

**Agency Contact:** Kevin M. Kirchoff,  
Office of Insurance Products, Division  
of Investment Management, Securities  
and Exchange Commission  
Phone: 202 942-0672

**RIN:** 3235-AG38

**SECURITIES AND EXCHANGE COMMISSION (SEC) DIVISION OF MARKET REGULATION**

**Proposed Rule Stage**

**4818. • AMENDMENT TO RULE 11AC1-1**

**Priority:** Substantive, Nonsignificant.  
Major status under 5 USC 801 is  
undetermined.

**Legal Authority:** 15 USC 77c; 15 USC 77d; 15 USC 77g; 15 USC 77j; 15 USC 77s; 15 USC 77ggg; 15 USC 77nnn; 15 USC 77sss; 15 USC 77ttt; 15 USC 78c; 15 USC 78d; 15 USC 78f; 15 USC 78i; 15 USC 78j; 15 USC 78k; ...

**CFR Citation:** 17 CFR 240.11Ac1-1(a)(25)

**Legal Deadline:** None

**Abstract:** The Commission proposed amendments to Rule 11Ac1-1 under the Exchange Act to require both exchange and over-the-counter market makers to provide continuous two-sided quotations when they account for more than 1% of the aggregate trading volume of a security included on the NASDAQ Stock Market.

**Timetable:**

Action	Date	FR Cite
NPRM	08/29/96	61 FR 48333
NPRM Comment Period End	10/29/96	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Gail Marshall,  
Division of Market Regulation,  
Securities and Exchange Commission  
Phone: 202 942-7129  
Fax: 202 942-9695

Email: marshall @ sec.gov

**RIN:** 3235-AH00

**4819. • LOST SECURITYHOLDERS**

**Priority:** Substantive, Nonsignificant.  
Major status under 5 USC 801 is  
undetermined.

**Legal Authority:** 15 USC 78q; 15 USC 78q-1

**CFR Citation:** 17 CFR 232.101(Revision); 17 CFR 240.17a-24; 17 CFR 240.17Ad-7(Revision); 17 CFR 240.17Ad-17

**Legal Deadline:** None

**Abstract:** The Commission is publishing for comment proposed rule 17Ad-17 and proposed rule 17a-24 which are designed to address the problem of lost securityholders. Rule 17Ad-17 would require transfer agents to conduct searches in an effort to locate lost securityholders. Rule 17a-24 would allow the Commission to gather data related to lost securityholders and to provide it to information distributors or others.

**Timetable:**

Action	Date	FR Cite
NPRM	08/22/96	61 FR 44249
NPRM Comment Period End	10/28/96	
Final Action	03/00/97	

**Small Entities Affected:** Businesses

**Government Levels Affected:** Undetermined

**Agency Contact:** Michele Bianco,  
Office of Risk Management and Control,

Division of Market Regulation,  
Securities and Exchange Commission  
Phone: 202 942-4187

**RIN:** 3235-AG99

**4820. NATIONALLY RECOGNIZED STATISTICAL RATING ORGANIZATIONS**

**Priority:** Substantive, Nonsignificant.  
Major status under 5 USC 801 is  
undetermined.

**Legal Authority:** 15 USC 78o

**CFR Citation:** 17 CFR 240.15c3-1

**Legal Deadline:** None

**Abstract:** The Securities and Exchange Commission (Commission) has solicited recommendations on the Commission's role in using the ratings of nationally recognized statistical rating organizations (NRSROs). Because of the expanded use of credit ratings in the Commission's rules, the Commission believes that it is appropriate to examine the process employed by the Commission to designate rating agencies as NRSROs and the nature of the Commission's oversight role with respect to NRSROs.

**Timetable:**

Action	Date	FR Cite
ANPRM	08/31/94	59 FR 46314
ANPRM Comment Period End	12/06/94	
NPRM	11/00/96	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**SEC—DIVISION OF MARKET REGULATION**

**Proposed Rule Stage**

**Agency Contact:** Louis A. Randazzo, Office of Risk Management and Control, Division of Market Regulation, Securities and Exchange Commission  
Phone: 202 942-0191  
**RIN:** 3235-AG41

75s; 15 USC 77eee; 15 USC 77ggg; 15 USC 77nnn; 15 USC 77sss; 15 USC 77ttt; 15 USC 78c; 15 USC 78d; 15 USC 78i; 15 USC 78j; 15 USC 78l  
**CFR Citation:** 17 CFR 240.0-10  
**Legal Deadline:** None

**Timetable:**

Action	Date	FR Cite
NPRM	11/00/96	

**Small Entities Affected:** Undetermined  
**Government Levels Affected:** Undetermined  
**Agency Contact:** Glenn J. Jessee, Office of Chief Counsel, Division of Market Regulation, Securities and Exchange Commission  
Phone: 202 942-0073  
Fax: 202 942-9645  
**RIN:** 3235-AH01

**4821. • PROPOSED CHANGES TO DEFINITIONS OF “SMALL BUSINESS” OR “SMALL ORGANIZATION” UNDER THE SECURITIES EXCHANGE ACT OF 1934**  
**Priority:** Substantive, Nonsignificant  
**Legal Authority:** 15 USC 77c; 15 USC 77d; 15 USC 77g; 15 USC 77j; 15 USC

**Abstract:** The Division of Market Regulation is considering whether to recommend that the Commission issue a release requesting public comment on proposed amendments to rule 0-10 under the Securities Exchange Act of 1934. The proposal would amend the definition of the terms “small business” and “small organization.”

**SECURITIES AND EXCHANGE COMMISSION (SEC)  
DIVISION OF MARKET REGULATION**

**Final Rule Stage**

**4822. CUSTOMER PROTECTION RESERVES AND CUSTODY OF SECURITIES**  
**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.  
**Legal Authority:** 15 USC 78o(c)(3); 15 USC 78w  
**CFR Citation:** 17 CFR 240.15c3-3  
**Legal Deadline:** None

**Abstract:** The Commission has proposed an amendment to Exchange Act Rule 15c3-3, the customer protection rule, that would allow broker-dealers to provide, in addition to the instruments currently listed in the rule, certain other securities as the collateral in securities borrowings.

**Timetable:**

Action	Date	FR Cite
NPRM	03/15/89	54 FR 10680
NPRM Comment Period End	05/01/89	
Final Action	05/00/97	

**Small Entities Affected:** None  
**Government Levels Affected:** None

**Agency Contact:** Peter Geraghty, Office of Risk Management and Control, Division of Market Regulation, Securities and Exchange Commission  
Phone: 202 942-0177  
**RIN:** 3235-AD60

**4823. NET CAPITAL REQUIREMENTS FOR BROKERS OR DEALERS**  
**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.  
**Legal Authority:** 15 USC 78o(c)(3); 15 USC 78q; 15 USC 78w  
**CFR Citation:** 17 CFR 240.15c3-1  
**Legal Deadline:** None

**Abstract:** The Commission has proposed amendments to Exchange Act Rule 15c3-1, the net capital rule, that could raise the minimum net capital requirement for certain introducing broker-dealers, for other classes of broker-dealers that never receive customer securities, and for broker-dealers that make markets in securities.

**Timetable:**

Action	Date	FR Cite
NPRM	12/02/92	57 FR 57027
Interim Final Rule	12/02/92	57 FR 56973
NPRM Comment Period End	02/05/93	
Final Action	09/00/97	

**Small Entities Affected:** Businesses  
**Government Levels Affected:** None

**Agency Contact:** Peter Geraghty, Office of Risk Management and Control, Division of Market Regulation, Securities and Exchange Commission  
Phone: 202 942-0177  
**RIN:** 3235-AD79

**4824. STABILIZING TO FACILITATE A DISTRIBUTION**  
**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.  
**Legal Authority:** 15 USC 78i(a)(6); 15 USC 78j(b); 15 USC 78q(a); 15 USC 78w(a); 15 USC 78dd(a)  
**CFR Citation:** 17 CFR 240.10b-7  
**Legal Deadline:** None

**Abstract:** The Commission has issued a release proposing adoption of Regulation M under the Securities Act of 1933 and the Exchange Act of 1934 that would replace Rule 10b-7, among other rules. Rule 10b-7 would be replaced by Rule 104 under Regulation M, which would continue to govern stabilizing activities to facilitate an offering of securities.

**Timetable:**

Action	Date	FR Cite
ANPRM	01/09/91	56 FR 814
ANPRM Comment Period End	02/25/91	
NPRM	04/18/96	61 FR 17108
NPRM Comment Period End	06/17/96	
Final Action Effective	12/31/96	

**Small Entities Affected:** None  
**Government Levels Affected:** None  
**Agency Contact:** Nancy J. Sanow, Office of Risk Management and Control, Division of Market Regulation, Securities and Exchange Commission  
Phone: 202 942-0772  
Fax: 202 942-9643

**SEC—DIVISION OF MARKET REGULATION**

**Final Rule Stage**

Email: SanowN@SEC.gov

RIN: 3235-AE11

**4825. DEFINITIONS PRINCIPALLY RELATING TO INTERNATIONAL TRANSACTIONS**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 78b; 15 USC 78c(b); 15 USC 78w(a)

**CFR Citation:** 17 CFR 240.3b-10

**Legal Deadline:** None

**Abstract:** The Commission has published for public comment Exchange Act Rule 3b-10, which would define certain terms relevant to the increasing internationalization of world securities markets. The Commission believes that it would be advisable and appropriate to adopt general definitions of terms rather than adopting identical definitions in the context of individual rulemaking proposals. Some of the definitions proposed to be included in Rule 3b-10 are now proposed to be included in the definitions under Rule 101 of proposed Regulation M.

**Timetable:**

Action	Date	FR Cite
ANPRM	01/09/91	56 FR 820
ANPRM Comment Period End	02/25/91	
NPRM	04/18/96	61 FR 17108
NPRM Comment Period End	06/17/96	
Final Action	12/31/96	

**Small Entities Affected:** None

**Government Levels Affected:** None

**Agency Contact:** Nancy J. Sanow, Office of Risk Management and Control, Division of Market Regulation, Securities and Exchange Commission  
Phone: 202 942-0772  
Fax: 202 942-9643  
Email: sanowN@SEC.gov

RIN: 3235-AE15

**4826. DISTRIBUTIONS OF SECURITIES: LIMITATIONS ON TRADING AND STABILIZING**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 78b; 15 USC 78c; 15 USC 78i(a); 15 USC 78j(b); 15 USC 78m(e); 15 USC 78o(c)

**CFR Citation:** 17 CFR 240.10b-6; 17 CFR 240.10b-7; 17 CFR 240.10b-8; 17 CFR 240.10b-6A; 17 CFR 240.10b-21

**Legal Deadline:** None

**Abstract:** The Commission has issued a release proposing adoption of Regulation M under the Securities Act of 1933 and the Exchange Act of 1934 that would replace Rules 10b-6, 10b-6A, 10b-7, 10b-8, and 10b-21. Rule 10b-6 would be replaced by Rules 101 and 102 under Regulation M, which would continue to prohibit persons engaged in a distribution of securities from bidding for, purchasing, or inducing others to purchase such securities and any related securities until they have completed their participation in the distribution. Rule 10b-6A would be replaced by Rule 103 under Regulation M, which would continue to permit "passive market making" of securities quoted on Nasdaq by a market maker participating in a distribution. Rule 10b-7 would be replaced by Rule 104 under Regulation M, which would continue to govern stabilizing activities to facilitate distributions of securities, and Rule 10b-8 which governs certain activities during distributions of securities through rights would be eliminated. Rule 10b-21 would be replaced by Rule 105 under Regulation M, which would continue to prohibit persons from covering shortsales with offered securities obtained from an underwriter, broker, or dealer who is participating in the distribution of such securities.

**Timetable:**

Action	Date	FR Cite
ANPRM	04/26/94	59 FR 21681
ANPRM Comment Period End	08/12/94	
NPRM	04/18/96	61 FR 17108
NPRM Comment Period End	06/17/96	
Final Action	12/31/96	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Nancy J. Sanow, Office of Risk Management and Control, Division of Market Regulation, Securities and Exchange Commission  
Phone: 202 942-0772  
Fax: 202 942-9643  
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RIN: 3235-AF54

**4827. THEORETICAL PRICING TO DETERMINE HAIRCUTS ON OPTIONS**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 78o(c)(3); 15 USC 78q; 15 USC 78w

**CFR Citation:** 17 CFR 240.15c3-1

**Legal Deadline:** None

**Abstract:** The Commission has proposed for comment amendments to Exchange Act Rule 15c3-1 that would allow broker-dealers to use a theoretical pricing model when calculating capital charges for listed options and related positions. Haircuts for options and related positions, when computed using this model, would more accurately reflect the risk inherent in broker-dealers' option positions. The proposed amendments are intended to provide capital charges that better protect broker-dealers against market risk.

**Timetable:**

Action	Date	FR Cite
NPRM	03/21/94	59 FR 13275
NPRM Comment Period End	06/16/94	
Final Action	05/01/97	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Peter Geraghty, Office of Risk Management and Control, Division of Market Regulation, Securities and Exchange Commission  
Phone: 202 942-0177

RIN: 3235-AG14

**4828. MARKET RISK HAIRCUTS FOR INSTRUMENTS SUBJECT TO INTEREST RATE RISK**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 78o(c)(3); 15 USC 78q; 15 USC 78w

**CFR Citation:** 17 CFR 240.15c3-1

**Legal Deadline:** None

**Abstract:** The Commission has proposed for comment amendments to Exchange Act Rule 15c3-1, the net capital rule, concerning the rule's market risk percentage deductions for certain interest rate related instruments. Under the proposal, haircuts on investment grade nonconvertible debt

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securities, certain mortgage-backed securities, interest rate swaps, and certain other interest rate-related derivative instruments would be determined by inclusion in an integrated grid, where offsetting would be permitted between the different types of instruments.

**Timetable:**

Action	Date	FR Cite
ANPRM	05/04/93	58 FR 27486
ANPRM Comment Period End	12/12/93	
Final Action	05/01/97	

**Small Entities Affected:** Undetermined

**Government Levels Affected:**  
Undetermined

**Agency Contact:** Peter Geraghty, Office of Risk Management and Control, Division of Market Regulation, Securities and Exchange Commission  
Phone: 202 942-0177

**RIN:** 3235-AG18

#### 4829. AMENDMENT TO FORM BDW AND AMENDMENT TO EXCHANGE ACT RULE 15B6-1 AND AMENDMENTS TO RULES 15B1-1, 15B3-1, 15BA2-2, 15CA1-1, AND 15CA2-1

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77c; 15 USC 77d; 15 USC 77g; 15 USC 77j; 15 USC 77S; 15 USC 77eee; 15 USC 77ggg; 15 USC 77nnn; 15 USC 77sss; 15 USC 77ttt; 15 USC 78c; 15 USC 78d; 15 USC 78i; 15 USC 78j; 15 USC 78l; ...

**CFR Citation:** 17 CFR 240; 17 CFR 249; 17 CFR 249.501a

**Legal Deadline:** None

**Abstract:** The Commission proposed amendments to Form BDW, the uniform request for withdrawal from broker-dealer registration under the Securities Exchange Act of 1934. The proposed amendments are designed to implement recommended changes to the Central Registration Depository System, a computer system operated by the National Association of Securities Dealers, Inc. that maintains registration information regarding registered broker-dealers and their registered personnel for use by the Commission, the self-regulatory organizations, and state securities regulators. The amendments include certain clarifying amendments

to Form BDW, including new instructions for filing Form BDW electronically with the Central Registration Depository. The Commission also has proposed revisions to rules governing the withdrawal of broker-dealer registration under the Securities Exchange Act of 1934. Specifically, the revisions would permit broker-dealers that are withdrawing from registration to consent to an extension of the effective date of their withdrawal. The proposed revisions also would permit the Commission to extend the effective date for such periods as the Commission may determine. In addition, the Division has recommended revisions to the rules governing the filing of Form BD and Form BDW to provide for electronic filing of these forms.

**Timetable:**

Action	Date	FR Cite
NPRM	07/12/96	61 FR 37701
Final Action	11/00/96	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Additional Information:** Legal Authority Continue..... 15 USC 78m; 15 USC 78n; 15 USC 78o; 15 USC 78p; 15 USC 78q; 15 USC 78s; 15 USC 78w; 15 USC 78x; 15 USC 78ll(d); 15 USC 79g; 15 USC 79t; 15 USC 80a-20; 15 USC 80a-23; 15 USC 80a-29; 15 USC 80a-37; 15 USC 80b-3; 15 USC 80b-4; 15 USC 80b-11;

**Agency Contact:** Glenn J. Jessee, Office of Chief Counsel, Division of Market Regulation, Securities and Exchange Commission  
Phone: 202 942-0073

**RIN:** 3235-AG69

#### 4830. • PROPOSED AMENDMENT TO RULE 13E-4 UNDER THE SECURITIES EXCHANGE ACT OF 1934

**Priority:** Substantive, Nonsignificant

**Unfunded Mandates:** Undetermined

**Legal Authority:** 15 USC 78c(b); 15 USC 78i(a); 15 USC 78j(b); 15 USC 78m(e); 15 USC 78n(e); 15 USC 78w(a)

**CFR Citation:** 17 CFR 240.13e-4(b)(5)

**Legal Deadline:** None

**Abstract:** The Commission is publishing for comment a release proposing an amendment to Rule 13e-4 ("Rule") under the Securities Exchange Act of 1934 ("Act") removing

paragraph (h)(5) of the Rule that requires that issuer tender offers made to securityholders who own less than 100 shares ("Odd-lots") of the issuer's securities specify a record date of share ownership for eligibility to tender into the offer. The amendment would enable issuers to conduct periodic, continuous, and extended Odd-lot tender offers for their equity securities. The release also proposes class exemptions from Rules 10b-6 and 10b-13 under the Act to permit issuers to continue to conduct Odd-lot tender offers while the issuer is engaged in a distribution under Rule 10b-6, to round up Odd-lots, and to purchase its securities otherwise than pursuant to the Odd-lot tender offer.

**Timetable:**

Action	Date	FR Cite
NPRM	04/25/96	61 FR 18306
NPRM Comment Period End	05/28/96	
Final Action	11/01/96	

**Small Entities Affected:** None

**Government Levels Affected:** None

**Agency Contact:** Lauren C. Mullen, Office of Risk Management and Control, Division of Market Regulation, Securities and Exchange Commission  
Phone: 202 942-0196  
Fax: 202 942-9553

**RIN:** 3235-AG78

#### 4831. PROPOSED AMENDMENTS TO TRANSFER AGENT RULES

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 78q-1

**CFR Citation:** 17 CFR 240.17Ad-2(a); 17 CFR 240.17Ad-2(c); 17 CFR 240.17Ad-2(e)(1); 17 CFR 240.17Ad-2(e)(2); 17 CFR 240.17Ad-10; 17 CFR 240.17Ad-12

**Legal Deadline:** None

**Abstract:** The Securities and Exchange Commission has proposed amendments to certain transfer agent rules regarding turnaround time, recordkeeping, and safekeeping of funds. The proposed amendments to the transfer agent rules are designed to minimize disruptions, particularly in the National Clearance and Settlement System for securities, that may be caused by poor turnaround performance, substandard or inaccurate recordkeeping practices, and inadequate safekeeping procedures.

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**Timetable:**

Action	Date	FR Cite
NPRM	12/01/94	59 FR 63662
NPRM Comment Period End	02/04/95	
Final Action	09/00/97	

**Small Entities Affected:** Businesses**Government Levels Affected:** None**Agency Contact:** Michele J. Bianco,  
Office of Risk Management and Control,Division of Market Regulation,  
Securities and Exchange Commission  
Phone: 202 942-4187**RIN:** 3235-AG24**SECURITIES AND EXCHANGE COMMISSION (SEC)  
DIVISION OF MARKET REGULATION**

Long-Term Actions

**4832. DISCLOSURE OF MARK-UPS:  
NEW RULE 15C2-13****Priority:** Substantive, Nonsignificant.  
Major status under 5 USC 801 is  
undetermined.**Legal Authority:** 15 USC 77c; 15 USC  
77d; 15 USC 77g; 15 USC 77j; 15 USC  
77s; 15 USC 77eee; 15 USC 77ggg; 15  
USC 77nnn; 15 USC 77sss; 15 USC  
77ttt; 15 USC 78c; 15 USC 78d; 15 USC  
78i; 15 USC 78j; 15 USC 78l**CFR Citation:** 17 CFR 240.15c2-13**Legal Deadline:** None**Abstract:** The Commission has  
proposed Exchange Act Rule 15c2-13  
which would require brokers, dealers,  
and municipal securities dealers to: (1)  
disclose their mark-ups and mark-  
downs in connection with riskless  
principal transactions in municipal  
securities; and (2) disclose that a  
particular municipal security is not  
rated by a nationally recognized  
statistical rating organization, if such is  
the case. The mark-up proposal has  
been deferred indefinitely. The  
proposal with respect to unrated  
municipal securities has been deferred  
until the MSRB amends its  
confirmation rule to include therequirement to disclose that a  
municipal security has not been rated  
by an NRSRO.**Timetable:**

Action	Date	FR Cite
NPRM	03/17/94	59 FR 12767
Comment Period Extended	06/28/94	59 FR 33236
NPRM Comment Period End	07/15/94	
Next Action	Undetermined	

**Small Entities Affected:** Businesses**Government Levels Affected:** None**Agency Contact:** David Shillman,  
Office of Chief Counsel, Division of  
Market Regulation, Securities and  
Exchange Commission  
Phone: 202 942-0073  
Fax: 202 942-9645**RIN:** 3235-AG12**4833. LARGE TRADER REPORTING  
SYSTEM****Priority:** Substantive, Nonsignificant.  
Major status under 5 USC 801 is  
undetermined.**Legal Authority:** 15 USC 77c to 77d;  
15 USC 77s; 15 USC 77ttt; 15 USC 78c  
to 78d; 15 USC 78i to 78j; 15 USC 78lto 78p; 15 USC 78s; 15 USC 78w; 15  
USC 78x; 15 USC 79q; 15 USC 79t; 15  
USC 80a-29; 15 USC 80a-37**CFR Citation:** 17 CFR 240.13h-1**Legal Deadline:** None**Abstract:** The Commission has  
published for comment repropo-  
sed Exchange Act Rule 13h-1, which would  
require large traders to disclose  
accounts to the Commission, and  
would require broker-dealers to  
maintain and report large trader  
transaction records to the Commission.**Timetable:**

Action	Date	FR Cite
NPRM	02/17/94	59 FR 7917
NPRM Comment Period End	04/18/94	
Next Action	Undetermined	

**Small Entities Affected:** None**Government Levels Affected:**  
Undetermined**Agency Contact:** Alton Harvey, Office  
of Market Supervision, Division of  
Market Regulation, Securities and  
Exchange Commission  
Phone: 202 942-4167**RIN:** 3235-AE42**SECURITIES AND EXCHANGE COMMISSION (SEC)  
DIVISION OF MARKET REGULATION**

Completed Actions

**4834. FORM BD AMENDMENTS****Priority:** Substantive, Nonsignificant**Legal Authority:** 15 USC 78e; 15 USC  
78q; 15 USC 78w; 15 USC 77c; 15 USC  
77d; 15 USC 77g; 15 USC 77j; 15 USC  
77s; 15 USC 77eee; 15 USC 77ggg; 15  
USC 78c; 15 USC 78d; 15 USC 78i; 15  
USC 78j; 15 USC 78m**CFR Citation:** 17 CFR 249.501; 17 CFR  
240**Legal Deadline:** None**Abstract:** The Commission has  
amended Form BD, the uniform broker-  
dealer registration form under the  
Securities Exchange Act of 1934. The  
primary purpose of the amendments is  
to implement recommended changes to  
the Central Registration Depository  
System, a computer system operated by  
the National Association of Securities  
Dealers, Inc. that maintains registration  
information regarding broker-dealers  
and their registered personnel.  
Specifically, the amendments are  
intended to facilitate retrieval of broker-dealer registration and disciplinary  
information through the redesigned  
Central Registration Depository by  
eliciting more precise disclosure and by  
reorganizing disciplinary items into  
related categories. The changes to the  
disclosure section of Form BD are  
consistent with changes made by the  
North American Securities  
Administrators Association, Inc. to the  
analogous section in Form U-4, the  
uniform form for registration of  
associated persons of a broker-dealer.  
The Commission also proposed

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clarifying amendments to Form BD, including instructions for filing Form BD electronically with the Central Registration Depository.

**Timetable:**

Action	Date	FR Cite
NPRM	01/12/95	60 FR 4040
NPRM Comment Period End	02/18/95	
Final Action	07/12/96	61 FR 37357

**Small Entities Affected:** None

**Government Levels Affected:** None

**Additional Information:** Legal Authority Continued.... 15 USC 78n; 15 USC 78o; 15 USC 78o-4; 15 USC 78o-5; 15 USC 78p; 15 USC 78s; 15 USC 78w; 15 USC 78x; 15 USC 78l(d); 15 USC 79q; 15 USC 79t; 15 USC 80a-20; 15 USC 80a-23; 15 USC 80a-29; 15 USC 80a-37; 15 USC 80b-3; 15 USC 80b-4; 15 USC 80b-11

**Agency Contact:** Glenn J. Jessee, Office of Chief Counsel, Division of Market Regulation, Securities and Exchange Commission  
Phone: 202 942-0073

**RIN:** 3235-AG25

**4835. PROHIBITION ON MARKET-MAKERS TRADING AHEAD OF CUSTOMER LIMIT ORDERS**

**Priority:** Substantive, Nonsignificant

**Legal Authority:** 15 USC 77c; 15 USC 77d; 15 USC 77g; 15 USC 77j; 15 USC 77s; 15 USC 77eee; 15 USC 77ggg; 15 USC 77nnn; 15 USC 77sss; 15 USC

77ttt; 15 USC 78c; 15 USC 78d; 15 USC 78i; 15 USC 78j; 15 USC 78k

**CFR Citation:** 17 CFR 240.15c5-1

**Legal Deadline:** None

**Abstract:** The Commission is withdrawing this item from the Unified Agenda because the Commission does not expect to consider the item within the next 12 months, but the Commission may consider the item further at some subsequent point.

**Timetable:**

Action	Date	FR Cite
NPRM	09/29/94	59 FR 50866
Withdrawn	10/01/96	

**Small Entities Affected:** None

**Government Levels Affected:** None

**Agency Contact:** Ethan Corey, Office of Market Supervision, Division of Market Regulation, Securities and Exchange Commission  
Phone: 202 942-0172

**RIN:** 3235-AG21

**4836. AMENDMENTS TO RULE 11AC1-1 (QUOTE RULE), NEW RULE 11AC1-4 (LIMIT ORDER DISPLAY)**

**Priority:** Substantive, Nonsignificant

**Legal Authority:** 15 USC 78f; 15 USC 78K(a)(2); 15 USC 78k-1; 15 USC 78k(b); 15 USC 78j(b); 15 USC 78o(c); 15 USC 78o-3; 15 USC 78w(a)(1)

**CFR Citation:** 17 CFR 240.11A(c)1-1; 17 CFR 240.11A(c)1-4; 17 CFR 240.11A(c)1-5

**Legal Deadline:** None

**Abstract:** The Amendments to Rule 11Ac1-1 under the Exchange Act require both exchange and over-the-counter market makers to (1) provide continuous two-sided quotations when they account for more than 1% of the aggregate trading volume in a listed security; and (2) make publicly available any superior prices that such market maker privately quotes through certain electronic communications networks. New Rule 11Ac1-4 under the Exchange Act requires both exchange and over-the-counter market makers to display in their quotations customer limit orders that improve the market maker's bid or offer for a particular security as well as the size of such orders. In addition, the rule requires the display of the size of certain customer limit orders priced at the national best bid or offer.

**Timetable:**

Action	Date	FR Cite
NPRM	09/29/95	60 FR 52792
NPRM Comment Period End	01/26/96	61 FR 1545
Final Action	09/06/96	61 FR 48289

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Analysis:** Regulatory Flexibility Analysis

**Agency Contact:** Gail Marshall, Office of Market Supervision, Division of Market Regulation, Securities and Exchange Commission  
Phone: 202 942-0158

**RIN:** 3235-AG66

**SECURITIES AND EXCHANGE COMMISSION (SEC) OFFICES AND OTHER PROGRAMS**

**Proposed Rule Stage**

**4837. PROPOSED RULE TO IMPLEMENT SECTION 10A OF THE SECURITIES EXCHANGE ACT OF 1934**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77f; 15 USC 77g; 15 USC 77h; 15 USC 77j; 15 USC 77s(a); 15 USC 77aa(25) to 77aa(26); 15 USC 78jA; 15 USC 78l; 15 USC 78n; 15 USC 78o(d); 15 USC 78w(a); 15 USC 79c(b); 15 USC 79n; 15 USC 79t(a); 15 USC 80a-8

**CFR Citation:** 17 CFR 210; 17 CFR 211; 17 CFR 240

**Legal Deadline:** None

**Abstract:** Public Law No. 104-67, enacted on December 22, 1995, amended the Exchange Act to include Section 10A. The Commission is considering a proposed rule that would implement the reporting requirements in that section.

**Timetable:**

Action	Date	FR Cite
NPRM	08/22/96	61 FR 45730

Action	Date	FR Cite
NPRM Comment Period End	10/28/96	
Final Action	12/00/96	

**Small Entities Affected:** None

**Government Levels Affected:** Undetermined

**Agency Contact:** Robert E. Burns, Office of the Chief Accountant, Securities and Exchange Commission  
Phone: 202 942-4400  
Fax: 202 942-9656

**RIN:** 3235-AG70

**SECURITIES AND EXCHANGE COMMISSION (SEC)  
OFFICES AND OTHER PROGRAMS**

**Final Rule Stage**

**4838. DISCLOSURE OF ACCOUNTING POLICIES FOR DERIVATIVE INSTRUMENTS AND DISCLOSURE OF QUALITATIVE AND QUANTITATIVE INFORMATION ABOUT MARKET RISK IN CERTAIN INSTRUMENTS**

**Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 77a et seq; 15 USC 78a et seq

**CFR Citation:** 17 CFR 229; 17 CFR 210; 17 CFR 228; 17 CFR 239; 17 CFR 240; 17 CFR 249

**Legal Deadline:** None

**Abstract:** The Commission is considering whether to require registrants to provide enhanced disclosures of accounting policies for derivative financial instruments and derivative commodity instruments, and disclosure of qualitative and quantitative information about market risk inherent in derivative financial instruments, other financial instruments, and derivative commodity instruments.

**Timetable:**

Action	Date	FR Cite
NPRM	01/08/96	61 FR 578

Action	Date	FR Cite
NPRM Comment Period End	05/20/96	
Final Action	12/00/96	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Russell Mallett, Office of the Chief Accountant, Securities and Exchange Commission  
Phone: 202 942-4400

**RIN:** 3235-AG42

**SECURITIES AND EXCHANGE COMMISSION (SEC)  
OFFICES AND OTHER PROGRAMS**

**Completed Actions**

**4839. • ELIMINATION OF FEES PREVIOUSLY ADOPTED BY THE SEC PURSUANT TO THE INDEPENDENT OFFICES APPROPRIATIONS ACT OF 1952**

**Priority:** Substantive, Nonsignificant

**Legal Authority:** 15 USC 9701; 15 USC 14(g)(4)

**CFR Citation:** 17 CFR 202.3a; 17 CFR 230.36; 17 CFR 230.252; 17 CFR 230.604; 17 CFR 240.0-9; 17 CFR 240.0-11; 17 CFR 240.12b-7; 17 CFR 240.13a-1; 17 CFR 240.13d-7; 17 CFR 240.13d-101; 17 CFR 240.14a-6; 17 CFR 240.14a-101; 17 CFR 240.14c-5; 17 CFR 240.14c-101; 17 CFR 240.13d-102; ...

**Legal Deadline:** None

**Abstract:** Changes to various rules under the Securities Act of 1933, the Securities Exchange Act of 1934, the Public Utility Holding Company Act of 1935, the Investment Company Act of 1940 and the Investment Advisers Act of 1940 to eliminate user fees adopted under the Independent Offices Appropriations Act of 1952. The fees being eliminated were first adopted in 1972 to contribute toward the cost of agency operations. Since that time, the amount of fees collected by the Commission has increased such that these fees are no longer appropriate.

**Timetable:**

Action	Date	FR Cite
NPRM	05/22/96	61 FR 25601

Action	Date	FR Cite
NPRM Comment Period End	06/22/96	
Final Action	09/17/96	61 FR 49957
Final Action Effective	10/07/96	

**Small Entities Affected:** None

**Government Levels Affected:** None

**Agency Contact:** Henry Hoffman, Office of the Comptroller, Securities and Exchange Commission  
Phone: 202 942-0343  
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**RIN:** 3235-AG79

[FR Doc. 96-26278 Filed 11-27-96; 8:45 am]

**BILLING CODE** 8010-01-F