AUTHENTICATED
U.S. GOVERNMENT
INFORMATION
GPO

specified in paragraph (g)(2) (i) or (ii) of this section; or

(iv) Any company as so defined of which any person specified in paragraph (g)(2) (i) or (ii) of this section is an officer, director, partner, or employee; or

(v) Any person who is a partner or employer of any person specified in paragraph (g)(2) (i) or (ii) of this section. No person shall make any solicitation subject to this section, or act in connection with any committee or other organization formed to act under the authorization so solicited, in the event of noncompliance with the conditions of paragraph (g)(2) of this section on the part of any such person or of any company having the relation to such person specified in paragraphs (g)(2) (iii) and (iv) of this section, or of any partner or employer of such person.

(h) *Required terms of authorizations.* No authorization shall be solicited in connection with a reorganization unless the document evidencing such authorization:

(1) Provides for compliance by the person soliciting with paragraph (g) of this section; and

(2) Except as otherwise prescribed by order of the Commission, provides for the unconditional right to revoke or cancel the authority granted, without expense, at any time before such authority has been conclusively exercised; and

(3) Except in the case of a document which only evidences consent to or dissent from a specific reorganization plan, provides that no authority is granted with respect to consenting to or dissenting from any reorganization plan.

(i) *Deposits.* No solicitation of deposits of securites shall be made except in accordance with an order of the Commission pursuant to an application showing the necessity for such deposits and of any terms and conditions imposed in the deposit agreement.

(j) *Solicitation of several classes of security holders.* The solicitation of authorizations by one person, group of persons, or committee shall not be made for more than one class of securites without the approval of the Commission, by order upon application, which application shall set forth facts showing that no material conflict of interest exists between the different classes of security holders concerning the subject matter of the solicitation.

[Rule U, 6 FR 2015, Apr. 19, 1941, as amended at 6 FR 3085, June 25, 1941; 6 FR 5485, Oct. 28, 1941; 10 FR 11283, Sept. 5, 1945; 59 FR 21928, Apr. 28, 1994]

§ 250.63 Approval of reorganization fees.

All fees, expenses and remuneration, whether interim or final, to whomsoever paid for services rendered or to be rendered in connection with any reorganization, dissolution, liquidation, bankruptcy, or receivership of a registered holding company or subsidiary thereof, in any court of the United States, shall be subject to approval by the Commission as to the maximum amount that may be paid for such services. This section shall not apply to any payments approved by a court of the United States. in any proceeding in which the Commission has filed a notice of appearance pursuant to section 1109(a) of chapter 11 of the Bankruptcy Code (11 U.S.C. 1109(a)).

[Rule U, 6 FR 2015, Apr. 19, 1941, as amended at 59 FR 21928, Apr. 28, 1994]

§ 250.64 Scope of applications for approval of reorganization plans.

Any application for approval of a plan of reorganization under section 11 (49 Stat. 820; 15 U.S.C. 79k), or otherwise, shall be deemed to include all applications and declarations under the act which would otherwise be required as to any action necessary to consummate such plan. (See § 250.24(c)(3).)

§ 250.65 Expenditures in connection with solicitation of proxies.

(a) *General provision.* Except pursuant to a declaration notifying the Commission of the proposed transaction, which has become effective in accordance with the procedure specified in § 250.23 and pursuant to the order of the Commission with respect to such declaration under the applicable provisions of the act, no registered holding company or subsidiary thereof shall expend any money or other consideration in connection with the solicitation of any