

## § 260.7a-35

setting forth the material details in which such documents differ from the document, a copy of which is filed: *Provided, however*, That the Commission may at any time in its discretion require the filing of copies of any documents so omitted.

### AMENDMENTS

#### § 260.7a-35 Formal requirements as to amendments.

(a) Amendments to an application, statement or report shall comply with §§ 260.7a-17 to 260.7a-19.

(b) All amendments relating to a particular application, statements or report shall be numbered consecutively in the order in which they are filed with the Commission. Amendments shall be numbered separately for each separate application, statement or report.

(c) Every amendment to an item of an application, statement or report shall contain the item number, the caption and the text of the item being amended and the complete amended answer thereto.

(d) If at any time the application, statement or report becomes unclear or confusing because of the number of amendments filed or the length or complexity thereof, there may be filed, and at the written request of the Commission there shall be filed, a complete new application, statement or report, as amended, but no additional copies of exhibits need be filed.

#### § 260.7a-36 Signatures to amendments.

Subject to § 260.7a-2, at least the original of every amendment to an application, statement or report shall be signed in the manner prescribed by the particular form on which the application, statement or report was filed.

[16 FR 8737, Aug. 29, 1951]

### INSPECTION AND PUBLICATION OF APPLICATIONS, STATEMENTS AND REPORTS

#### § 260.7a-37 Inspection of applications, statements and reports.

All applications, statements and reports are available for public inspection during business hours at the principal office of the Commission.

[16 FR 8737, Aug. 29, 1951]

## 17 CFR Ch. II (4-1-10 Edition)

### RULE UNDER SECTION 310

#### § 260.10a-1 Application for determining eligibility of a foreign person to act as sole trustee pursuant to section 310(a)(1) of the Act.

Form T-6 (17 CFR 269.9 of this chapter) shall be used for an application filed to obtain authorization for a corporation or other person organized and doing business under the laws of a foreign government to act as sole trustee under an indenture qualified or to be qualified under the Act.

[56 FR 22320, May 15, 1991]

#### § 260.10a-2 General requirements as to form and content of applications.

Rule 5a-2 (§ 260.5a-2 of this chapter) and rules 7a-15 through 7a-37 [§§ 260.7a-15 through 260.7a-37 of this chapter] under section 307 of the Act shall be applicable to applications on Form T-6 pursuant to section 310(a)(1) of the Act and Rule 10a-1 (§ 260.10a-1 of this chapter).

[56 FR 22320, May 15, 1991]

#### § 260.10a-3 Number of copies—Filing—Signatures.

(a) Three copies of every application pursuant to rule 10a-1 (§ 260.10a-1 of this chapter) and of every amendment thereto shall be filed with the Commission at its principal office.

(b) One copy shall be manually signed by the applicant's duly authorized officer (or individual customarily performing similar functions with respect to any organization, whether incorporated or unincorporated).

[56 FR 22320, May 15, 1991]

#### § 260.10a-4 Consent of trustee to service of process.

At the time of filing an application pursuant to Rule 10a-1 (§ 260.10a-1 of this chapter) and at such time as it files a statement of eligibility to act as trustee under an indenture qualified under the Act, an indenture trustee organized and doing business under the laws of a foreign government shall furnish to the Commission on Form F-X (§ 249.250 of this chapter) a written consent of the trustee and power of attorney designating a U. S. person with an address in the United States as agent

## Securities and Exchange Commission

## § 260.10b-1

upon whom may be served any process, pleadings, subpoenas or other papers in any Commission investigation or administrative proceeding and any civil suit or action brought against the trustee or to which the trustee has been joined as defendant or respondent, in any appropriate court in any place subject to the jurisdiction of any state or of the United States, or of the District of Columbia or Puerto Rico, where the investigation, proceeding or cause of action arises out of or relates to or concerns the securities in relation to which the indenture trustee proposes to act as trustee pursuant to any rule or order under section 310(a) of the Act and stipulates and agrees that any such suit, action or proceeding may be commenced by the service of process upon said agent for service of process, and that such service shall be taken and held in all courts to be as valid and binding as if due personal service thereof had been made.

[56 FR 30077, July 1, 1991]

### § 260.10a-5 Eligibility of Canadian Trustees.

(a) Subject to paragraph (b) of this section, any trust company, acting as trustee under an indenture qualified or to be qualified under the Act and filed in connection with offerings on a registration statement on Form S-1 (§ 239.11 of this chapter) F-7, F-8, F-9, F-10 or F-80 (§§ 239.37 through 239.41 of this chapter) that is incorporated and regulated as a trust company under the laws of Canada or any of its political subdivisions and that is subject to supervision or examination pursuant to the Trust Companies Act (Canada), R.S.C. 1985, or the Canada Deposit Insurance Corporation Act, R.S.C. 1985 shall not be subject to the requirement of domicile in the United States under section 310(a) of the Act (15 U.S.C. 77jjj(a)).

(b) Each trustee eligible for appointment under this section (17 CFR 260.10a-5) shall file as part of the registration statement for the securities to which the trusteeship relates a consent to service of process and power of

attorney on Form F-X (§ 269.5 of this chapter).

[56 FR 30077, July 1, 1991, as amended at 57 FR 36501, Aug. 13, 1992; 58 FR 33191, June 16, 1993; 73 FR 983, Jan. 4, 2008]

### § 260.10b-1 Calculation of percentages.

The percentages of voting securities and other securities specified in section 310(b) of the Act shall be calculated in accordance with the following provisions:

(a) A specified percentage of the voting securities of a person means such amount of the outstanding voting securities of such person as entitles the holder or holders thereof to cast such specified percentage of the aggregate votes which the holders of all the outstanding voting securities of such person are entitled to cast in the direction or management of the affairs of such person.

(b) A specified percentage of a class of securities of a person means such percentage of the aggregate amount of securities of the class outstanding.

(c) The term *amount*, when used in regard to securities, means the principal amount if relating to evidences of indebtedness, the number of shares if relating to capital shares, and the number of units if relating to any other kind of security.

(d) The term *outstanding* means issued and not held by or for the account of the issuer. The following securities shall not be deemed outstanding within the meaning of this definition:

(1) Securities of an issuer held in a sinking fund relating to securities of the issuer of the same class;

(2) Securities of an issuer held in a sinking fund relating to another class of securities of the issuer, if the obligation evidenced by such other class of securities is not in default as to principal or interest or otherwise;

(3) Securities pledged by the issuer thereof as security for an obligation of the issuer not in default as to principal or interest or otherwise;

(4) Securities held in escrow is placed in escrow by the issuer otherwise;

*Provided, however,* That any voting securities of an issuer shall be deemed outstanding if any person other than the issuer is entitled to exercise the voting rights thereof.