

Securities and Exchange Commission

§ 260.0-5

§ 260.0-2 Definitions of terms used in the rules and regulations.

Unless the context otherwise requires, the following terms, when used in this part, shall have the respective meanings indicated in this section:

(a) *Act*. The term “act” means the Trust Indenture Act of 1939. (53 Stat. 1149; 15 U.S.C. 77aaa)

(b) *Affiliate*. The term “affiliate” means a person controlling, controlled by, or under common control with, another person. The terms “affiliated” and “affiliation” have meanings correlative to the foregoing.

(c) *Agent for service*. The term “agent for service” means the person authorized to receive notices and communications from the Commission.

(d) *Amount*. The term “amount” when used in regard to securities, shall have the meaning given in §260.10b-1(c).

(e) *Class*. The term “class”, when used in regard to securities, shall have the meaning given in §260.10b-1(e).

(f) *Control*. The term “control” means the power to direct the management and policies of a person, directly or through one or more intermediaries, whether through the ownership of voting securities, by contract, or otherwise. The terms “controlling” and “controlled” have meanings correlative to the foregoing. (See §260.a-26.)

(g) *Electronic filer*. The term *electronic filer* means a person or an entity that submits filings electronically pursuant to Rules 100 and 101 of Regulation S-T (§§232.100 and 232.101 of this chapter, respectively).

(h) *Electronic filing*. The term *electronic filing* means a document under the federal securities laws that is transmitted or delivered to the Commission in electronic format.

(i) *Outstanding*. The term “outstanding”, when used in regard to securities, shall have the meaning given in §260.10b-1(d).

(j) *Parent*. The term “parent” means a person controlling one or more other persons.

(k) *Rules and regulations*. The term “rules and regulations” means all rules and regulations adopted by the Commission pursuant to the act, including the forms and instructions thereto.

(l) *Section*. The term “section” means a section of the act.¹

(m) *Subsidiary*. The term “subsidiary” means a person controlled by another person.

[5 FR 293, Jan. 25, 1940, as amended at 58 FR 14686, Mar. 18, 1993; 62 FR 36459, July 8, 1997]

§ 260.0-3 Definition of “rules and regulations” as used in certain sections of the Act.

(a) The term *rules and regulations* as used in section 305 of the Act shall include the forms for registration of securities under the Securities Act of 1933 and the related instructions thereto, and the forms for information, documents and statements under section 305 of the Act.

(b) The term *rules and regulations* as used in section 307 of the Act shall include the forms for applications under section 307 of the Act and the related instructions thereto.

[21 FR 1046, Feb. 15, 1956]

§ 260.0-4 Sequential numbering of documents filed with the Commission.

The manually signed original (or in the case of duplicate originals, one duplicate original) of all registrations, applications, statements, reports, or other documents filed under the Trust Indenture Act of 1939 shall be numbered sequentially (in addition to any internal numbering which otherwise may be present) by handwritten, typed, printed, or other legible form of notation from the facing page of the document through the last page of that document and any exhibits or attachments thereto. Further, the total number of pages contained in a numbered original shall be set forth on the first page of the document.

[44 FR 4666, Jan. 23, 1979, as amended at 76 FR 71877, Nov. 21, 2011]

OFFICE OF THE COMMISSION

§ 260.0-5 Business hours of the Commission.

(a) *General*. The principal office of the Commission, at 100 F Street, NE., Washington, DC 20549, is open each day,

¹References to “this section” or to section number preceded by a section symbol are to sections in the Code of Federal Regulations.

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except Saturdays, Sundays and federal holidays, from 9 a.m. to 5:30 p.m., Eastern Standard Time or Eastern Daylight Saving Time, whichever is currently in effect, *provided that* the hours for the filing of documents with the Commission are as set forth in paragraphs (b) and (c) of this section.

(b) *Submissions made in paper.* Paper documents filed with or otherwise furnished to the Commission may be submitted to the Commission each day, except Saturdays, Sundays and federal holidays, from 8 a.m. to 5:30 p.m., Eastern Standard Time or Eastern Daylight Saving Time, whichever is currently in effect.

(c) *Electronic filings.* Filings made by direct transmission may be submitted to the Commission each day, except Saturdays, Sundays and federal holidays, from 8 a.m. to 10 p.m., Eastern Standard Time or Eastern Daylight Saving Time, whichever is currently in effect.

[58 FR 14687, Mar. 18, 1993, as amended at 65 FR 24802, Apr. 27, 2000; 68 FR 25800, May 13, 2003; 73 FR 32228, June 5, 2008]

§ 260.0-6 Nondisclosure of information obtained in the course of examinations and investigations.

Information or documents obtained by officers or employees of the Commission in the course of any examination or investigation under section 8(e) of the Securities Act of 1933 (48 Stat. 79; 15 U.S.C. 77h), pursuant to section 307(c) of the Trust Indenture Act of 1939 (53 Stat. 1156; 15 U.S.C. 77ggg), or any examination or investigation under section 20(a) of the Securities Act of 1933 (48 Stat. 86; 15 U.S.C. 77t), pursuant to section 321(a) of the Trust Indenture Act of 1939 (53 Stat. 1174; 15 U.S.C. 77uuu), shall, unless made a matter of public record, be deemed confidential. Except as provided by 17 CFR 203.2, officers and employees are hereby prohibited from making such confidential information or documents or any other non-public records of the Commission available to anyone other than a member, officer or employee of the Commission, unless the Commission or the General Counsel, pursuant to delegated authority, authorizes the disclosure of such information or the production of such documents as not being contrary

to the public interest. Any officer or employee who is served with a subpoena requiring the disclosure of such information or the production of such documents shall appear in court and, unless the authorization described in the preceding sentence shall have been given, shall respectfully decline to disclose the information or produce the documents called for, basing his or her refusal upon this section. Any officer or employee who is served with such a subpoena shall promptly advise the General Counsel of the service of such subpoena, the nature of the information or documents sought, and any circumstances which may bear upon the desirability of making available such information or documents.

[44 FR 50836, Aug. 30, 1979, as amended at 53 FR 17459, May 17, 1988; 54 FR 33501, Aug. 15, 1989; 76 FR 71877, Nov. 21, 2011]

§ 260.0-7 Small entities for purposes of the Regulatory Flexibility Act.

For purposes of Commission rulemaking in accordance with the provisions of Chapter Six of the Administrative Procedure Act (5 U.S.C. 601 *et seq.*), and unless otherwise defined for purposes of a particular rulemaking proceeding, the term “small business” or “small organization,” for purposes of the Trust Indenture Act of 1939 shall mean an issuer whose total assets on the last day of its most recent fiscal year were \$5 million or less that is engaged or proposing to engage in small business financing. An issuer is considered to be engaged or proposing to be engaged in small business financing under this section if it is conducting or proposing to conduct an offering of securities which does not exceed the dollar limitation prescribed by § 260.4a-2.

[47 FR 5223, Feb. 4, 1982, as amended at 51 FR 25362, July 14, 1986]

§ 260.0-11 Liability for certain statements by issuers.

(a) A statement within the coverage of paragraph (b) below which is made by or on behalf of an issuer or by an outside reviewer retained by the issuer shall be deemed not to be a fraudulent statement (as defined in paragraph (d) of this section), unless it is shown that such statement was made or reaffirmed