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Monday  
April 27, 1998

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Part LXIII

**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. 33-7509, 34-39692, 35-26829, 39-2362, IC-23034, IA-1701; File No. S7-4-98]

**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 was accurate on February 20, 1998, the date on which the Commission's staff completed compilation of the data. To the extent possible, 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 June 30, 1998.

**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. S7-4-98 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previous publications, and rulemaking actions which have been completed (or withdrawn) since publication of the last agenda.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:** February 23, 1998.

By the Commission.  
**Jonathan G. Katz,**  
*Secretary.*

**DIVISION OF CORPORATION FINANCE—Proposed Rule Stage**

Sequence Number	Title	Regulation Identifier Number
4415	Asset-Backed Securities Disclosure .....	3235-AF74
4416	Company Registration and Regulation of Capital Formation .....	3235-AG83
4417	Rule 504 of Regulation D .....	3235-AH35
4418	Conforming Segment Reporting With Generally Accepted Accounting Principles .....	3235-AH43
4419	Regulation of Extraordinary Corporate Transactions .....	3235-AG84
4420	Definitions for Purposes of the Private Litigation Reform Act of 1995 .....	3235-AG89
4421	Definition of “Qualified Purchaser” .....	3235-AH15
4422	Revisions to Rules Governing Options Disclosure Document .....	3235-AH31
4423	Exemptions for International Tender and Exchange Offers .....	3235-AD97
4424	Plain Vanilla Treatment of Election Contest Proxies/Shareholder Communications .....	3235-AG91

**DIVISION OF CORPORATION FINANCE—Final Rule Stage**

Sequence Number	Title	Regulation Identifier Number
4425	Streamlining Rule 144 .....	3235-AH13
4426	Amendments to the Shareholder Proposal Rule .....	3235-AH20
4427	Addressing Abuses of Form S-8 by Companies Using Consultants to Raise Capital .....	3235-AG94
4428	Delayed Pricing for Companies not Eligible for Form S-3 .....	3235-AG86
4429	Increase in Dollar Amounts in Rule 701, the Exemption for Offers and Sales by Certain Compensatory Benefit Plans .....	3235-AH21

## SEC

## DIVISION OF CORPORATION FINANCE—Completed Actions

Sequence Number	Title	Regulation Identifier Number
4430	Offshore Press Conferences .....	3235-AG85
4431	Plain English .....	3235-AG88
4432	Regulation S .....	3235-AG34
4433	Amendments to Beneficial Ownership Reporting Requirements .....	3235-AG81

## DIVISION OF INVESTMENT MANAGEMENT—Proposed Rule Stage

Sequence Number	Title	Regulation Identifier Number
4434	Form ADV Uniform Application for Investment Adviser Registration .....	3235-AD21
4435	Temporary Exemption for Certain Investment Advisers .....	3235-AH02
4436	Books and Records To Be Maintained by Investment Advisers .....	3235-AH24
4437	Custody or Possession of Funds or Securities of Clients .....	3235-AH26
4438	Form ADV-W Notice of Withdrawal From Registration as Investment Adviser .....	3235-AH27
4439	Principal Transactions with Investment Advisory Clients .....	3235-AH34
4440	Unit Investment Trusts: Simplification of Registration Statements .....	3235-AA47
4441	Shareholder Report and Financial Statement Revisions .....	3235-AG64
4442	Exemption for Subsidiaries Organized To Finance Operations of Domestic or Foreign Companies .....	3235-AE95
4443	Deposits of Securities in Securities Depositories .....	3235-AG71
4444	Proposed Amendments in Investment Company Advertising Rules .....	3235-AH19
4445	Transactions in Certain Canadian Retirement Plans .....	3235-AH32
4446	Amendments to Form N-SAR, Semiannual Report of Registered Investment Companies .....	3235-AF93
4447	Amendments to Deregistration Form N-8F .....	3235-AG29
4448	Amendments to the Cash Solicitation Rule .....	3235-AH33

## DIVISION OF INVESTMENT MANAGEMENT—Final Rule Stage

Sequence Number	Title	Regulation Identifier Number
4449	Electronic Filing of Institutional Investment Manager Reports on Form 13F .....	3235-AG97
4450	Exemption for Investment Advisers Operating in Multiple States; Revisions to Rules Implementing Amendments to the Investment Advisers Act of 1940 .....	3235-AH22
4451	Exemption from the Compensation Prohibition of Section 205(a)(1) for Investment Advisers .....	3235-AH25
4452	Small Entities for Purposes of the Regulatory Flexibility Act As Applied to the Investment Company Act and the Investment Advisers Act .....	3235-AG62
4453	Performance Advertising by Unit Investment Trusts .....	3235-AG63
4454	Investment Company Names .....	3235-AH11
4455	Requirements Relating to Codes of Ethics With Respect to Registered Investment Companies; Records To Be Maintained by Investment Advisers .....	3235-AG27
4456	Delivery of Prospectuses and Annual Reports to Multiple Shareholders at the Same Address .....	3235-AG98
4457	Insurance Products: New Form N-6 for Registration of Separate Accounts Offering Variable Life Insurance Contracts .....	3235-AG37
4458	PUHCA: Exemption for Certain Acquisitions of Foreign Utility Companies .....	3235-AF78
4459	Status of Subsidiary Companies Formed To Hold Interests in Foreign Utility Companies .....	3235-AF79

## DIVISION OF INVESTMENT MANAGEMENT—Long-Term Actions

Sequence Number	Title	Regulation Identifier Number
4460	Mergers of Certain Affiliated Investment Companies .....	3235-AG31
4461	Exemption of Certain Purchase or Sale Transactions Between an Investment Company and Certain Affiliated Persons .....	3235-AG57
4462	Bonding of Officers and Employees of Registered Management Investment Companies .....	3235-AG58

## SEC

## DIVISION OF INVESTMENT MANAGEMENT—Long-Term Actions (Continued)

Sequence Number	Title	Regulation Identifier Number
4463	Insurance Products: Equity Index Insurance Products Concept Release .....	3235-AH23

## DIVISION OF INVESTMENT MANAGEMENT—Completed Actions

Sequence Number	Title	Regulation Identifier Number
4464	Registration Form Used by Open-End Management Investment Companies .....	3235-AE46
4465	Technical Revisions to the Rules and Forms Regulating Money Market Funds .....	3235-AH12
4466	Proposed New Disclosure Option for Open-End Management Investment Companies .....	3235-AH03
4467	Exemption of Issuance and Sale of Securities by Public Utility and Nonutility Subsidiary Companies of Registered Public Utility Holding Companies .....	3235-AG45

## DIVISION OF MARKET REGULATION—Proposed Rule Stage

Sequence Number	Title	Regulation Identifier Number
4468	Market Risk Haircuts for Instruments Subject to Interest Rate Risk .....	3235-AG18
4469	Amendments to Rules 17a-3 and 17a-4 Under the Securities Exchange Act of 1934 .....	3235-AH04
4470	Net Capital Rule: Customer Protection Rule .....	3235-AH05
4471	Risk Assessment Recordkeeping and Reporting Requirement .....	3235-AH06
4472	Exemption of Certain Foreign Brokers and Dealers .....	3235-AH17
4473	Untimely Announcement of Record Dates .....	3235-AH38
4474	Expanding the Scope of Self-Regulatory Organization Matters That Do Not Constitute Proposed Rule Changes Pursuant to Rule 19b-4 .....	3235-AH39
4475	Purchases of Certain Equity Securities by the Issuers and Others .....	3235-AH37
4476	Regulation of Alternative Trading Systems, National Securities Exchanges and Foreign Market Activities in the United States .....	3235-AH41
4477	Net Capital Rule Concept Release .....	3235-AH29
4478	Amendment to Rule 9b-1 Under the Securities Exchange Act Relating to the Options Disclosure Document .....	3235-AH30

## DIVISION OF MARKET REGULATION—Final Rule Stage

Sequence Number	Title	Regulation Identifier Number
4479	Net Capital Requirements for Brokers or Dealers .....	3235-AD79
4480	OTC Derivatives Dealers .....	3235-AH16
4481	Proposed Amendments to Transfer Agent Rules .....	3235-AG24
4482	Nationally Recognized Statistical Rating Organizations .....	3235-AG41
4483	Proposed Changes to Definitions of "Small Business" or "Small Organization" Under the Securities Exchange Act of 1934 .....	3235-AH01
4484	Net Capital Requirements for Brokers or Dealers—Definition of the Term Nationally Recognized Statistical Rating Organization .....	3235-AH28
4485	Reports To Be Made by Certain Brokers and Dealers .....	3235-AH36
4486	Year 2000 Readiness Reports To Be Made by Transfer Agents .....	3235-AH42
4487	Initiation or Resumption of Quotations Without Specified Information .....	3235-AH40

SEC

DIVISION OF MARKET REGULATION—Long-Term Actions

Sequence Number	Title	Regulation Identifier Number
4488	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
4489	Amendment to Rule 11Ac1-1 .....	3235-AH00
4490	Large Trader Reporting System .....	3235-AE42

SECURITIES AND EXCHANGE COMMISSION (SEC)  
DIVISION OF CORPORATION FINANCE

Proposed Rule Stage

4415. 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	12/00/98	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Paula Dubberly, Division of Corporation Finance, Securities and Exchange Commission  
Phone: 202 942-1960  
Fax: 202 942-9635

**RIN:** 3235-AF74

4416. COMPANY REGISTRATION AND REGULATION OF CAPITAL FORMATION

**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; 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	05/00/98	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** Anita T. Klein, Division of Corporation Finance, Securities and Exchange Commission  
Phone: 202 942-2900  
Fax: 202 942-9525

**RIN:** 3235-AG83

4417. • RULE 504 OF REGULATION D

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

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

**CFR Citation:** 17 CFR 230.504

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission propose amendments to Rule 504 of Regulation D to address possible abuses that may be occurring under claim of that exemption.

**Timetable:**

Action	Date	FR Cite
NPRM	04/00/98	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Barbara C. Jacobs, Division of Corporation Finance, Securities and Exchange Commission  
Phone: 703 942-2950  
Fax: 703 942-9516

**RIN:** 3235-AH35

4418. • CONFORMING SEGMENT REPORTING WITH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES

**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 210.3-03; 17 CFR 210.12-16; 17 CFR 229.101; 17 CFR 229.102; 17 CFR 249.220f

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission propose amendments to its disclosure requirements relating to segment reporting to conform them with the recently revised segment reporting requirements of Generally Accepted Accounting Principles established by the Financial Accounting Standards Board.

**Timetable:**

Action	Date	FR Cite
NPRM	05/00/98	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** None

## SEC—DIVISION OF CORPORATION FINANCE

Proposed Rule Stage

**Agency Contact:** James R. Budge,  
Division of Corporation Finance,  
Securities and Exchange Commission  
Phone: 202 942-2950  
Fax: 202 942-9516  
**RIN:** 3235-AH43

**4419. REGULATION OF EXTRAORDINARY CORPORATE TRANSACTIONS**

**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 adapt the regulatory scheme applicable to extraordinary corporate transactions such as mergers, tender offers and going private transactions to the realities of today's securities marketplace, as well as promote uniform disclosure in connection with such transactions.

**Timetable:**

Action	Date	FR Cite
NPRM	05/00/98	

**Small Entities Affected:** Businesses

**Government Levels Affected:** Undetermined

**Agency Contact:** P.J. Himelfarb,  
Division of Corporation Finance,  
Securities and Exchange Commission  
Phone: 202 942-2900  
Fax: 202 942-9525

**RIN:** 3235-AG84

**4420. 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 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	12/00/98	

**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  
Fax: 202 942-9525

**RIN:** 3235-AG89

**4421. DEFINITION OF "QUALIFIED PURCHASER"**

**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 a definition of the term "qualified purchaser" as used in section 18 of the Securities Act of 1933. Under that section, securities offered or sold to "qualified purchasers" are "covered securities," and thus, exempt from state regulation.

**Timetable:**

Action	Date	FR Cite
NPRM	06/00/98	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** John Reynolds,  
Division of Corporation Finance,  
Securities and Exchange Commission  
Phone: 202 942-2950  
Fax: 202 942-9516

**RIN:** 3235-AH15

**4422. • REVISIONS TO RULES GOVERNING 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	04/00/98	

**Small Entities Affected:** None

**Government Levels Affected:** None

**Agency Contact:** David Lavan, Division of Corporation Finance, Securities and Exchange Commission  
Phone: 202 942-2900  
Fax: 202 942-9525

**RIN:** 3235-AH31

**4423. 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

## SEC—DIVISION OF CORPORATION FINANCE

## Proposed Rule Stage

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	04/00/98	

**Small Entities Affected:** None  
**Government Levels Affected:** None  
**Agency Contact:** Laurie Green,  
Division of Corporation Finance,  
Securities and Exchange Commission  
Phone: 202 942-2920  
Fax: 202 942-9638  
**RIN:** 3235-AD97

**4424. 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.

**Timetable:**

Action	Date	FR Cite
NPRM	05/00/98	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** Laura Badian,  
Division of Corporation Finance,  
Securities and Exchange Commission  
Phone: 202 942-2920  
Fax: 202 942-9638

**RIN:** 3235-AG91

SECURITIES AND EXCHANGE COMMISSION (SEC)  
DIVISION OF CORPORATION FINANCE

## Final Rule Stage

**4425. STREAMLINING RULE 144**

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

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

**CFR Citation:** 17 CFR 230.144

**Legal Deadline:** None

**Abstract:** The Commission has proposed revisions to Rule 144, Rule 145 and Form 144 to make the rules and form easier to understand and apply. The proposed amendments would, among other things, add a bright line test to the Rule 144 definition of affiliate, eliminate the Rule 144 manner of sale requirements, increase the Form 144 filing thresholds, and codify certain interpretive positions. The proposals also would eliminate the presumptive underwriter provisions of Rule 145.

**Timetable:**

Action	Date	FR Cite
NPRM	02/20/97	62 FR 9246
NPRM Comment Period End	04/29/97	
Final Action	12/00/98	

**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: 202 942-9525

**RIN:** 3235-AH13

**4426. AMENDMENTS TO THE SHAREHOLDER PROPOSAL RULE**

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

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

**CFR Citation:** 17 CFR 240.14a-4(c); 17 CFR 240.15a-8

**Legal Deadline:** None

**Abstract:** The Commission proposed amendments to Rule 14a-8, the shareholder proposal rule, and Rule 14a-4(c), the rule that governs the availability of discretionary voting authority. The revisions would streamline the current rules and address concerns that have been raised by participants.

**Timetable:**

Action	Date	FR Cite
NPRM	09/18/97	62 FR 50682
NPRM Comment Period End	11/25/97	
Comment Period Extended to 01/02/98	11/25/97	62 FR 62732
Final Action	05/00/98	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** None

**Agency Contact:** Frank G. Zarb,  
Division of Corporation Finance,  
Securities and Exchange Commission  
Phone: 202 942-2900  
Fax: 202 942-9525

**RIN:** 3235-AH20

**4427. ADDRESSING 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 Commission proposed rules to address abuses of Form S-8 by companies using consultants to raise capital.

**Timetable:**

Action	Date	FR Cite
NPRM	02/25/98	63 FR 9648
NPRM Comment Period End	04/27/98	
Final Action	09/00/98	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** None

**Agency Contact:** Anne Krauskopf,  
Division of Corporation Finance,  
Securities and Exchange Commission  
Phone: 202 942-2900  
Fax: 202 942-9525

**RIN:** 3235-AG94

**4428. DELAYED PRICING FOR COMPANIES NOT ELIGIBLE FOR FORM S-3**

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

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

## SEC—DIVISION OF CORPORATION FINANCE

Final Rule Stage

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

**Legal Deadline:** None

**Abstract:** The Commission proposed 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	02/20/97	62 FR 9276
NPRM Comment Period End	04/29/97	
Final Action	12/00/98	

**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

Fax: 202 942-9516

**RIN:** 3235-AG86

**4429. INCREASE IN DOLLAR AMOUNTS IN RULE 701, THE EXEMPTION FOR OFFERS AND SALES BY CERTAIN COMPENSATORY BENEFIT PLANS**

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

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

**CFR Citation:** 17 CFR 230.701

**Legal Deadline:** None

**Abstract:** The Commission proposed amendments to increase the available exemptive amounts provided by Rule 701 in connection with certain offers

and sales by compensatory benefit plans.

**Timetable:**

Action	Date	FR Cite
NPRM	03/02/98	63 FR 10785
NPRM Comment Period End	05/04/98	
Final Action	09/00/98	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** Richard K. Wulff, Office of Small Business, Division of Corporation Finance, Securities and Exchange Commission

Phone: 202 942-2950

Fax: 202 942-9516

**RIN:** 3235-AH21

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

Completed Actions

**4430. OFFSHORE PRESS CONFERENCES**

**Priority:** Substantive, Nonsignificant

**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 adopted 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 of the Securities Act 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	10/17/97	62 FR 53948
Final Action Effective	11/17/97	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

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

Fax: 202 942-9624

**RIN:** 3235-AG85

**4431. PLAIN ENGLISH**

**Priority:** Substantive, Nonsignificant

**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 Commission adopted rules that require registrants to use plain English for the cover page, prospectus summary and risk factors section of registration statements filed pursuant to the Securities Act. Other amendments 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	01/21/97	62 FR 3152
NPRM Comment Period End	03/24/97	
Final Action	01/22/98	63 FR 6370
Final Action Effective	10/01/98	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** Carolyn Miller, Division of Corporation Finance, Securities and Exchange Commission  
Phone: 202 942-1882

Fax: 202 942-9525

**RIN:** 3235-AG88

**4432. REGULATION S**

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

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

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

**Legal Deadline:** None

**Abstract:** The Commission amended the Regulation S safe harbor procedures for sales of equity securities by U.S. reporting companies. These changes 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 Period End	09/08/95	
NPRM	02/20/97	62 FR 9258
NPRM Comment Period End	04/29/97	

## SEC—DIVISION OF CORPORATION FINANCE

## Completed Actions

Action	Date	FR Cite
Final Action	02/17/98	63 FR 9632
Final Action Effective	04/27/98	

**Small Entities Affected:** Businesses

**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  
Fax: 202 942-9624

**RIN:** 3235-AG34

#### 4433. AMENDMENTS TO BENEFICIAL OWNERSHIP REPORTING REQUIREMENTS

**Priority:** Substantive, Nonsignificant

**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 adopted 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	07/03/96	61 FR 36521
NPRM Comment Period End	09/09/96	
Final Action	01/16/98	63 FR 2854
Final Action Effective	02/17/98	

**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  
Fax: 202 942-9639

**RIN:** 3235-AG81

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

## Proposed Rule Stage

#### 4434. FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

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

**Legal Authority:** 15 USC 80b-3(c)(1); 15 USC 80b-4

**CFR Citation:** 17 CFR 275.203-1; 17 CFR 275.204-1; 17 CFR 279.1

**Legal Deadline:** None

**Abstract:** The Division of Investment Management is considering recommending revising Form ADV and related rules to: (1) improve disclosure of information on advisers' disciplinary history; and (2) enhance disclosure of information about the advisory relationship provided to clients and prospective clients.

#### Timetable:

Action	Date	FR Cite
NPRM	09/00/98	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Lori Hamilton Price, Task Force on Investment Adviser Regulation, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0531

**RIN:** 3235-AD21

#### 4435. 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 amendments to Rule 15a-4 under the Investment Company Act to broaden the scope of the rule. Rule 15a-4 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.

#### Timetable:

Action	Date	FR Cite
NPRM	04/00/98	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

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

**RIN:** 3235-AH02

#### 4436. BOOKS AND RECORDS TO BE MAINTAINED BY INVESTMENT ADVISERS

**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)

**CFR Citation:** 17 CFR 275.204-2

**Legal Deadline:** None

**Abstract:** The Division of Investment Management is considering recommending that the Commission update the books and records requirements for investment advisers.

#### Timetable:

Action	Date	FR Cite
NPRM	08/00/98	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Catherine M. Saadeh, Task Force on Investment Adviser Regulation, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0650

**RIN:** 3235-AH24

## SEC—DIVISION OF INVESTMENT MANAGEMENT

## Proposed Rule Stage

**4437. CUSTODY OR POSSESSION OF FUNDS OR SECURITIES OF CLIENTS**

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

**Legal Authority:** 15 USC 80b-6; 15 USC 80b-4; 15 USC 80b-11

**CFR Citation:** 17 CFR 275

**Legal Deadline:** None

**Abstract:** The Division of Investment Management is considering recommending a proposal to the Commission to revise the custody rule.

**Timetable:**

Action	Date	FR Cite
NPRM	05/00/98	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Robert Leonard, Task Force on Investment Adviser Regulation, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0646

**RIN:** 3235-AH26

**4438. FORM ADV-W NOTICE OF WITHDRAWAL FROM REGISTRATION AS INVESTMENT ADVISER**

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

**Legal Authority:** 15 USC 80b-3; 15 USC 80b-11

**CFR Citation:** 17 CFR 279.2

**Legal Deadline:** None

**Abstract:** The Division of Investment Management is considering revising Form ADV-W to reflect amendments to the Investment Advisers Act of 1940 enacted as part of the Investment Advisers Supervision Coordination Act, Title III of the National Securities Markets Improvement Act of 1996.

**Timetable:**

Action	Date	FR Cite
NPRM	09/00/98	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Lori Hamilton Price, Task Force on Investment Adviser Regulation, Division of Investment Management, Securities and Exchange Commission

Phone: 202 942-0531

**RIN:** 3235-AH27

**4439. • PRINCIPAL TRANSACTIONS WITH INVESTMENT ADVISORY CLIENTS**

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

**Legal Authority:** 15 USC 80b-6a

**CFR Citation:** 17 CFR 275

**Legal Deadline:** None

**Abstract:** The staff of the Division of Investment Management is considering recommending that the Commission permit investment advisers to enter into principal transactions with their clients under certain circumstances.

**Timetable:**

Action	Date	FR Cite
NPRM	06/00/98	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Kathy D. Ireland, Task Force on Investment Adviser Regulation, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0530

**RIN:** 3235-AH34

**4440. UNIT INVESTMENT TRUSTS: SIMPLIFICATION OF REGISTRATION STATEMENTS**

**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 Division is considering recommending that the Commission 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.

**Timetable:**

Action	Date	FR Cite
NPRM	03/17/87	52 FR 82682
NPRM Comment Period End	05/15/87	
Reproposal	09/00/98	

**Small Entities Affected:** Businesses

**Government Levels Affected:** Federal

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

**RIN:** 3235-AA47

**4441. 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	06/00/98	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Markian Melnyk, Office of Disclosure Regulation, Division of Investment Management, Securities and Exchange Commission

## SEC—DIVISION OF INVESTMENT MANAGEMENT

## Proposed Rule Stage

Phone: 202 942-0721

RIN: 3235-AG64

#### 4442. EXEMPTION FOR SUBSIDIARIES ORGANIZED TO FINANCE OPERATIONS OF DOMESTIC OR FOREIGN COMPANIES

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

**Legal Authority:** 15 USC 80a-6(c); 15 USC 80a-37(a); 15 USC 77s; 15 USC 78w

**CFR Citation:** 17 CFR 270.3a-5; 17 CFR 230.489; 17 CFR 239.43

**Legal Deadline:** None

**Abstract:** The staff of 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	06/00/98	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Cynthia G. Pugh, Office of Regulatory Policy, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0673

RIN: 3235-AE95

#### 4443. 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 of the Division of Investment Management 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	07/00/98	

**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

#### 4444. PROPOSED AMENDMENTS IN INVESTMENT COMPANY ADVERTISING RULES

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

**Legal Authority:** 15 USC 77e; 15 USC 77h; 15 USC 77j; 15 USC 77s(a); 15 USC 80a-8; 15 USC 80a-22; 15 USC 80a-24(g); 15 USC 80a-29; 15 USC 80a-37

**CFR Citation:** 17 CFR 230.482

**Legal Deadline:** None

**Abstract:** The Division of Investment Management is considering whether to recommend that the Commission propose to amend Rule 482, to permit advertisements that are not subject to restrictions limiting the content to information "the substance of which" is in a fund's prospectus. This authority was recently granted to the Commission by the National Securities Markets Improvement of 1996.

##### Timetable:

Action	Date	FR Cite
NPRM	09/00/98	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Laura Riegel, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0567

RIN: 3235-AH19

#### 4445. • TRANSACTIONS IN CERTAIN CANADIAN RETIREMENT PLANS

**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 Not yet determined

**Legal Deadline:** None

**Abstract:** The staff of the Division of Investment Management is evaluating whether to recommend that the Commission: (1) exclude from regulation under the Investment Company Act transactions by U.S. residents in shares of Canadian mutual funds held as assets in certain Canadian retirement plans, such as Retirement Savings Plans (RRSPs), Registered Retirement Income Funds (RRIFs) or similar plans; and (2) exempt from registration under the Securities Act of 1933 transactions by U.S. residents in shares of Canadian mutual funds or other securities held as assets in RRSPs, RRIFs, or similar plans.

##### Timetable:

Action	Date	FR Cite
NPRM	04/00/98	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** David P. Mathews, Office of Regulatory Policy, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0978

RIN: 3235-AH32

#### 4446. 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 semiannual

## SEC—DIVISION OF INVESTMENT MANAGEMENT

Proposed Rule Stage

report for registered investment companies, to update the items of the form.

**Timetable:**

Action	Date	FR Cite
NPRM	06/00/98	

**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

**4447. AMENDMENTS TO DEREGISTRATION FORM N-8F**

**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 staff of the Division of Investment Management is considering

recommending to the Commission amendments to 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:**

Action	Date	FR Cite
NPRM	05/00/98	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

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

**RIN:** 3235-AG29

**4448. • AMENDMENTS TO THE CASH SOLICITATION RULE**

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

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

**CFR Citation:** 17 CFR 275.206(4)-3

**Legal Deadline:** None

**Abstract:** The staff of the Division of Investment Management is considering whether to recommend revisions to the cash solicitation rule.

**Timetable:**

Action	Date	FR Cite
NPRM	06/00/98	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Carolyn-Gail Gilheany, Task Force on Investment Adviser Regulation, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0529

**RIN:** 3235-AH33

SECURITIES AND EXCHANGE COMMISSION (SEC)  
DIVISION OF INVESTMENT MANAGEMENT

Final Rule Stage

**4449. 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 78l

**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:** The Commission has proposed a rule which 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	07/01/97	62 FR 36467
NPRM Comment Period End	08/07/97	
Final Action	04/00/98	

**Small Entities Affected:** None

**Government Levels Affected:** None

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

**RIN:** 3235-AG97

**4450. EXEMPTION FOR INVESTMENT ADVISERS OPERATING IN MULTIPLE STATES; REVISIONS TO RULES IMPLEMENTING AMENDMENTS TO THE INVESTMENT ADVISERS ACT OF 1940**

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

**Legal Authority:** 15 USC 80b-3a(c); 15 USC 80b-11; 15 USC 80b-2(a)(17); 15 USC 80b-3(c)(1); 15 USC 80b-4; 15 USC 80b-11(a)

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

**Legal Deadline:** None

**Abstract:** The Commission proposed amendments to rules under the Investment Advisers Act of 1940 that would exempt from the prohibition on Commission registration certain investment advisers operating in multiple states and revise the definition of investment adviser representative.

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Final Rule Stage

**Timetable:**

Action	Date	FR Cite
NPRM	11/19/97	62 FR 61866
NPRM Comment Period End	01/20/98	
Final Action	05/00/98	

**Small Entities Affected:** Undetermined**Government Levels Affected:**  
Undetermined**Agency Contact:** Carolyn-Gail  
Gilheany, Task Force on Investment  
Adviser Regulation, Division of  
Investment Management, Securities and  
Exchange Commission  
Phone: 202 942-0529**RIN:** 3235-AH22**4451. EXEMPTION FROM THE  
COMPENSATION PROHIBITION OF  
SECTION 205(A)(1) FOR INVESTMENT  
ADVISERS****Priority:** Substantive, Nonsignificant.  
Major status under 5 USC 801 is  
undetermined.**Legal Authority:** 15 USC 80b-5(e)**CFR Citation:** 17 CFR 275**Legal Deadline:** None**Abstract:** The Commission has  
proposed to simplify and update the  
exemption from section 205(a)(1) for  
investment advisers.**Timetable:**

Action	Date	FR Cite
NPRM	11/19/97	62 FR 61882
NPRM Comment Period End	01/20/98	
Final Action	05/00/98	

**Small Entities Affected:** Undetermined**Government Levels Affected:**  
Undetermined**Agency Contact:** Kathy D. Ireland,  
Task Force on Investment Adviser  
Regulation, Division of Investment  
Management, Securities and Exchange  
Commission  
Phone: 202 942-0530**RIN:** 3235-AH25**4452. SMALL ENTITIES FOR  
PURPOSES OF THE REGULATORY  
FLEXIBILITY ACT AS APPLIED TO  
THE INVESTMENT COMPANY ACT  
AND THE INVESTMENT ADVISERS  
ACT****Priority:** Substantive, Nonsignificant.  
Major status under 5 USC 801 is  
undetermined.**Legal Authority:** 15 USC 80a-37; 15  
USC 80b-11**CFR Citation:** 17 CFR 270.0-10; 17 CFR  
275.0-7**Legal Deadline:** None**Abstract:** On January 22, 1997 the  
Commission issued a release requesting  
public comment on a proposed  
amendment to Rule 0-10 under the  
Investment Company Act and a  
proposed amendment to Rule 0-7 under  
the Investment Advisers Act. The  
proposal would amend the definition  
of the terms "small business" and  
"small organization" under the  
Investment Company Act and the  
Investment Advisers Act for purposes  
of the Regulatory Flexibility Act.**Timetable:**

Action	Date	FR Cite
NPRM	01/28/97	62 FR 4106
NPRM Comment Period End	02/27/97	
Extension of Comment Period	03/20/97	62 FR 13356
Final Action	04/00/98	

**Small Entities Affected:** None**Government Levels Affected:** None**Additional Information:** A related  
rulemaking was published in the  
Federal Register under the RIN 3235-  
AH01.**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**4453. 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, 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 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	09/00/98	

**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.**Agency Contact:** Markian Melnyk,  
Office of Disclosure Regulation,  
Division of Investment Management,  
Securities and Exchange Commission  
Phone: 202 942-0721**RIN:** 3235-AG63**4454. INVESTMENT COMPANY NAMES****Priority:** Substantive, Nonsignificant.  
Major status under 5 USC 801 is  
undetermined.**Legal Authority:** PL 104-290, sec 208**CFR Citation:** 17 CFR 270.35d-1 (New)**Legal Deadline:** None**Abstract:** The Commission has  
proposed for comment a rule that  
would require a registered investment  
company with a name that suggests  
certain investments to invest at least 80  
percent of its assets in the types of  
investments suggested by its name.

## SEC—DIVISION OF INVESTMENT MANAGEMENT

Final Rule Stage

**Timetable:**

Action	Date	FR Cite
NPRM	02/27/97	62 FR 10955
NPRM Comment Period End	06/09/97	
Final Action	05/00/98	

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

**Agency Contact:** Laura Riegel, Office of Disclosure Regulation, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0567

**RIN:** 3235-AH11

#### 4455. 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); 15 USC 80a-39; 15 USC 80b-2(a)(17); 15 USC 80b-3; 15 USC 80b-5(e); 15 USC 80b-3a; 15 USC 80b-6a

**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. 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	04/00/98	

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

**Agency Contact:** Ari Burstein, Office of Regulatory Policy, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0686

**RIN:** 3235-AG27

#### 4456. 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-24(e); 15 USC 77s(a); 15 USC 78l; 15 USC 78n; 15 USC 78w(a)

**CFR Citation:** 17 CFR 270.30d-1; 17 CFR 270.30d-2; 17 CFR 240.14a-3; 17 CFR 240.14c-3; 17 CFR 240.14c-7

**Legal Deadline:** None

**Abstract:** The Commission proposed for public comment a new rule under the Securities Act of 1933 to enable issuers and broker-dealers to satisfy the Act's prospectus delivery requirements, with respect to two or more investors sharing the same address, by sending a single prospectus, subject to certain conditions. The Commission proposed similar amendments to the rules under the Securities Exchange Act of 1934 and the Investment Company Act of 1940 that govern the delivery of annual and (in the case of investment companies) semiannual reports to shareholders. The proposed rule and rule amendments seek to provide greater convenience for investors and cost savings for issuers by reducing the amount of duplicative information that investors receive.

**Timetable:**

Action	Date	FR Cite
NPRM	11/13/97	62 FR 61933
NPRM Comment Period End	02/02/98	
Final Action	08/00/98	

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

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

**RIN:** 3235-AG98

#### 4457. 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 Commission proposed 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 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	03/13/98	63 FR 13988
NPRM Comment Period End	07/01/98	
Final Action	01/00/99	

**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

## SEC—DIVISION OF INVESTMENT MANAGEMENT

Final Rule Stage

**4458. PUHCA: EXEMPTION FOR CERTAIN ACQUISITIONS OF FOREIGN UTILITY COMPANIES**

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

**Legal Authority:** 15 USC 79c; 15 USC 79c(b); 15 USC 79(c)(3); 15 USC 79(t); 15 USC 79(n); 15 USC 79z-5b(b)

**CFR Citation:** 17 CFR 250.55; 17 CFR 259.5so (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

Action	Date	FR Cite
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NPRM Comment	04/14/93	
Period End		
Final Action	04/00/98	

**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

**4459. 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	04/14/93	
Period End		
Final Action	06/00/98	

**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

## SECURITIES AND EXCHANGE COMMISSION (SEC)

Long-Term Actions

## DIVISION OF INVESTMENT MANAGEMENT

**4460. 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 currently allows a merger, consolidation, or purchase or sale of substantially all of the assets of registered investment companies that 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 staff of 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:** Next Action Undetermined

**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

**4461. EXEMPTION OF CERTAIN PURCHASE OR SALE TRANSACTIONS BETWEEN AN INVESTMENT COMPANY AND CERTAIN AFFILIATED PERSONS**

**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 refine the conditions under which exchanges can be made under the rule.

**Timetable:** Next Action Undetermined

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

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

**RIN:** 3235-AG57

**4462. 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:** Next Action Undetermined

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

SEC—DIVISION OF INVESTMENT MANAGEMENT

Long-Term Actions

**Agency Contact:** Penelope W. Saltzman, Office of Regulatory Policy, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0690  
**RIN:** 3235-AG58

**4463. INSURANCE PRODUCTS: EQUITY INDEX INSURANCE PRODUCTS CONCEPT RELEASE**

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

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

**CFR Citation:** 17 CFR 230.151

**Legal Deadline:** None

**Abstract:** The Commission issued a release requesting public comment on the structure of equity index insurance products, the manner in which they are marketed, and any other matters the Commission should consider in addressing Federal securities law issues raised by equity index insurance products.

**Timetable:**

Action	Date	FR Cite
ANPRM	08/20/97	62 FR 45359
Next Action Undetermined		

**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-AH23

SECURITIES AND EXCHANGE COMMISSION (SEC)  
DIVISION OF INVESTMENT MANAGEMENT

Completed Actions

**4464. REGISTRATION FORM USED BY OPEN-END MANAGEMENT INVESTMENT COMPANIES**

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

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

**CFR Citation:** 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 Commission adopted amendments to Form N-1A, the form used by open-end management investment companies ("funds") to register under the Investment Company Act and the Securities Act. The amendments revise the disclosure requirements for fund prospectuses, minimize prospectus disclosure about technical, legal and operational matters generally common to all funds, and focus prospectus disclosure on essential information about a particular fund that would assist an investor in deciding whether to invest in that fund. In a related action, 3235-AH03, the Commission adopted a new rule to permit funds to provide investors with a "fund profile." The profile is a summary of key information about a fund in a concise, standardized format.

**Timetable:**

Action	Date	FR Cite
NPRM	02/27/97	62 FR 10898
NPRM Comment Period End	06/09/97	

Action	Date	FR Cite
Final Action	03/10/98	63 FR 13916
Final Action Effective	06/01/98	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Agency Contact:** Jonathan F. Cayne, Office of Disclosure Regulation, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0721

**RIN:** 3235-AE46

**4465. TECHNICAL REVISIONS TO THE RULES AND FORMS REGULATING MONEY MARKET FUNDS**

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

**Legal Authority:** 15 USC 77b; 15 USC 77f; 15 USC 77h; 15 USC 77j; 15 USC 77s; 15 USC 77sss; 15 USC 78c; 15 USC 78d; 15 USC 78l; 15 USC 78m; 15 USC 78n; 15 USC 78o; 15 USC 78w; 15 USC 7911(d); 15 USC 79t; ...

**CFR Citation:** 17 CFR 230.482; 17 CFR 270.2a-7; 17 CFR 270.12d3-1; 17 CFR 270.17a-9; 17 CFR 270.31a-1; 17 CFR 239.15A; 17 CFR 274.11A; 17 CFR 239.17a; 17 CFR 274.11b; 17 CFR 270.2a41-1; 17 CFR 270.34b-1; 17 CFR 239.17b; 17 CFR 274.11c

**Legal Deadline:** None

**Abstract:** The Commission adopted amendments to the rules and forms under the Securities Act and the Investment Company Act that govern money market funds. Technical amendments to Rule 2a-7 under the Investment Company Act, the rule regulating money market funds, among

other things, revise terminology used in the rule to reflect common market usage and resolve certain interpretive issues under the rule. Amendments to the advertising rules applicable to money market funds, among other things, clarify the formula used by money market funds to calculate yield.

**Timetable:**

Action	Date	FR Cite
NPRM	12/10/96	61 FR 66621
NPRM Comment Period End	01/24/97	
Final Action	12/02/97	62 FR 64968
Final Action Effective	02/10/98	

**Small Entities Affected:** None

**Government Levels Affected:** None

**Additional Information:** LEGAL AUTHORITY CONT: 15 USC 80a-8; 15 USC 80a-29; 15 USC 80a-30; 15 USC 80a-37; 15 USC 80a-1 et seq; 15 USC 80a-34(b); 15 USC 80a-39; 15 USC 77g; 15 USC 80a-24. The proposed and final rules were mistakenly published in the Federal Register under the RIN of a related rulemaking, 3235-AE17.

**Agency Contact:** David P. Mathews, Office of Regulatory Policy, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0978

**RIN:** 3235-AH12

## SEC—DIVISION OF INVESTMENT MANAGEMENT

## Completed Actions

**4466. PROPOSED NEW DISCLOSURE OPTION FOR OPEN-END MANAGEMENT INVESTMENT COMPANIES**

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

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

**CFR Citation:** 17 CFR 230.497; 17 CFR 230.482; 17 CFR 274.11A

**Legal Deadline:** None

**Abstract:** The Commission adopted a new rule to permit open-end management investment companies ("funds") to provide investors with a "fund profile." The profile presents a summary of key information about a fund in a concise, standardized format.

**Timetable:**

Action	Date	FR Cite
NPRM	02/27/97	62 FR 10943
NPRM Comment Period End	06/09/97	
Final Action	03/10/98	63 FR 13968
Final Action Effective	06/01/98	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

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

**RIN:** 3235-AH03

**4467. EXEMPTION OF ISSUANCE AND SALE OF SECURITIES BY PUBLIC UTILITY AND NONUTILITY SUBSIDIARY COMPANIES OF REGISTERED PUBLIC UTILITY HOLDING COMPANIES**

**Priority:** Substantive, Nonsignificant

**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 Commission has adopted an amendment to Rule 52 to 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. The Commission also adopted a conforming change to Rule 45 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	02/20/98	63 FR 9736
Final Action Effective	02/26/98	

**Small Entities Affected:** None

**Government Levels Affected:** None

**Agency Contact:** Catherine A. Fisher, Office of Public Utility Regulation, Division of Investment Management, Securities and Exchange Commission  
Phone: 202 942-0560

**RIN:** 3235-AG45

SECURITIES AND EXCHANGE COMMISSION (SEC)  
DIVISION OF MARKET REGULATION

## Proposed Rule Stage

**4468. 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:** As part of its comprehensive review of Exchange Act Rule 15c3-1, the net capital rule, the Commission proposed for comment an amendment to the net capital rule revising the percentage deductions from net worth, and haircuts, applicable to investment rate products when calculating net capital. Under the proposal, haircuts on government securities, investment grade corporate securities, certain mortgage-backed securities, interest rate swaps, and other interest rate-related derivative instruments would be determined by treating these instruments as part of a single portfolio.

**Timetable:**

Action	Date	FR Cite
ANPRM	05/04/93	58 FR 27486
ANPRM Comment Period End	12/12/93	
NPRM	12/30/97	62 FR 67996
NPRM Comment Period End	03/30/98	
Extension of Comment Period to Interim Final Rule	05/04/98	63 FR 11173
	08/00/98	

**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  
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Email: geraghty@sec.gov

**RIN:** 3235-AG18

**4469. AMENDMENTS TO RULES 17A-3 AND 17A-4 UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**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 78f; 15 USC 78i; 15 USC 78j; ...

**CFR Citation:** 17 CFR 240 (Revision)

**Legal Deadline:** None

**Abstract:** The Commission plans to repropose for comment amendments to the books and records rules which will take into consideration the comments received in response to the proposing release.

**Timetable:**

Action	Date	FR Cite
NPRM	10/28/96	61 FR 55593
NPRM Comment Period End	03/31/97	
Reproposed	04/00/98	

**Small Entities Affected:** Undetermined

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Proposed Rule Stage

**Government Levels Affected:**

Undetermined

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RIN: 3235-AH04

**4470. NET CAPITAL RULE: CUSTOMER PROTECTION RULE**

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

**Legal Authority:** 15 USC 78h; 15 USC 78g

**CFR Citation:** 12 CFR 220; 17 CFR 240.3a12-11; 17 CFR 240.15c2-5; 17 CFR 240.15c3-1; 17 CFR 240.15c3-3

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission propose amendments to rules 3a12-11, 15c2-5, 15c3-1 and 15c3-3 under the Securities Exchange Act reflecting changes to section 8 of the Act and to Regulation T under the Act.

**Timetable:**

Action	Date	FR Cite
NPRM	04/00/98	

**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  
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RIN: 3235-AH05

**4471. RISK ASSESSMENT RECORDKEEPING AND REPORTING REQUIREMENT**

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

**Legal Authority:** 15 USC 78a(h)

**CFR Citation:** 17 CFR 240.17h-1T; 17 CFR 240.17h-2T

**Legal Deadline:** None

**Abstract:** The Risk Assessment Recordkeeping and Reporting

Requirements, which became effective September 30, 1992 following notice and comments, were adopted as temporary rules pursuant to the Market Reform Act of 1990. These rules contain recordkeeping and reporting requirements with regard to material associated persons of broker-dealers. The Commission plans to propose final rules replacing the temporary rules during 1998.

**Timetable:**

Action	Date	FR Cite
NPRM	11/00/98	

**Small Entities Affected:** None

**Government Levels Affected:** None

**Agency Contact:** Lester Shapiro, Office of Risk Management and Control, Division of Market Regulation, Securities and Exchange Commission  
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RIN: 3235-AH06

**4472. EXEMPTION OF CERTAIN FOREIGN BROKERS AND DEALERS**

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

**Legal Authority:** 15 USC 78c; 15 USC 78j; 15 USC 78o; 15 USC 78q; 15 USC 78u

**CFR Citation:** 17 CFR 240.15a-6

**Legal Deadline:** None

**Abstract:** Exchange Act Rule 15a-6, which was adopted to exempt conditionally foreign broker-dealers from registration in response to the internationalization of the securities markets, is premised in large part on the willingness of U.S. broker-dealers to take responsibility for resulting trades. The Commission is considering revising the rule to focus instead on the types of securities that are sold by foreign broker-dealers, to allow institutional customers to take advantage of the efficiencies of foreign markets.

**Timetable:**

Action	Date	FR Cite
NPRM	06/00/98	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** David Shillman, Office of the Chief Counsel, Division

of Market Regulation, Securities and Exchange Commission

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RIN: 3235-AH17

**4473. • UNTIMELY ANNOUNCEMENT OF RECORD DATES**

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

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

**CFR Citation:** 17 CFR 240.10b-17

**Legal Deadline:** None

**Abstract:** Pursuant to a petition of the NASD, the staff will propose that the Commission consider amending Exchange Act Rule 10b-17 to clarify that it applies to distributions made to holders of direct participation program interests.

**Timetable:**

Action	Date	FR Cite
NPRM	06/00/98	

**Small Entities Affected:** None

**Government Levels Affected:** Undetermined

**Agency Contact:** Gary Sutton, Office of Chief Counsel, Division of Market Regulation, Securities and Exchange Commission  
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RIN: 3235-AH38

**4474. • EXPANDING THE SCOPE OF SELF-REGULATORY ORGANIZATION MATTERS THAT DO NOT CONSTITUTE PROPOSED RULE CHANGES PURSUANT TO RULE 19B-4**

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

**Legal Authority:** 15 USC 78a et seq; 15 USC 78s; 15 USC 78mm

**CFR Citation:** 17 CFR 240.19b-4

**Legal Deadline:** None

**Abstract:** The Commission will be proposing new paragraph (e) of Rule 19b-4 to expand the scope of SRO matters that do not constitute proposed rule changes, to include the listing and

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## Proposed Rule Stage

trading of new derivative securities products. This proposal is intended to reduce record keeping and reporting requirements on the SROs by eliminating the requirement of filing a complete proposed rule change for Commission review prior to trading a new derivative securities product.

**Timetable:**

Action	Date	FR Cite
NPRM	04/00/98	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Marianne H. Duffy, Office of Market Supervision, Division of Market Regulation, Securities and Exchange Commission  
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**RIN:** 3235-AH39

#### 4475. • PURCHASES OF CERTAIN EQUITY SECURITIES BY THE ISSUERS AND OTHERS

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

**Legal Authority:** 15 USC 78b; 15 USC 78c; 15 USC 78i(a)(6); 15 USC 78j(b); 15 USC 78m(e); 15 USC 78o(c); 15 USC 78w(a)

**CFR Citation:** 17 CFR 240.10b-18

**Legal Deadline:** None

**Abstract:** The Commission will be proposing to update Rule 10b-18 to reflect market development since its adoption. Rule 10b-18 is a safe harbor from liability under the anti-manipulation provisions of section 9(a)(2) of the Exchange Act and Rule 10b-5 thereunder for issuer purchases of its common stock made in accordance with the Rule 10b-18 conditions. Rule 10b-18 conditions govern the manner, timing, price and volume of market purchases made by the issuer.

**Timetable:**

Action	Date	FR Cite
NPRM	07/00/98	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** None

**Agency Contact:** Nancy J. Sanow, Office of Risk Management and Control, Division of Market Regulation, Securities and Exchange Commission

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**RIN:** 3235-AH37

#### 4476. • REGULATION OF ALTERNATIVE TRADING SYSTEMS, NATIONAL SECURITIES EXCHANGES AND FOREIGN MARKET ACTIVITIES IN THE UNITED STATES

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

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

**CFR Citation:** Not yet determined

**Legal Deadline:** None

**Abstract:** The Commission is considering proposals to address the activities of alternative trading systems, national securities exchanges, and foreign markets.

**Timetable:**

Action	Date	FR Cite
NPRM	04/00/98	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Kevin Ehrlich, Office of Market Supervision, Division of Market Regulation, Securities and Exchange Commission  
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**RIN:** 3235-AH41

#### 4477. • NET CAPITAL RULE CONCEPT RELEASE

**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:** As part of its comprehensive review of Exchange Act Rule 15c3-1, the net capital rule, the Commission published a concept release soliciting comments on how the net capital rule may incorporate statistical models to calculate net capital requirements. This concept release also solicited comments and ideas on how the net capital rule could be further modified.

**Timetable:**

Action	Date	FR Cite
ANPRM	12/30/97	62 FR 68011
ANPRM Comment	03/30/98	
Period End		
Extension of Comment	05/04/98	63 FR 11173
Period to		
NPRM	01/00/99	

**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  
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**RIN:** 3235-AH29

#### 4478. • AMENDMENT TO RULE 9B-1 UNDER THE SECURITIES EXCHANGE ACT RELATING TO THE OPTIONS DISCLOSURE DOCUMENT

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

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

**CFR Citation:** 17 CFR 240.9b-1

**Legal Deadline:** None

**Abstract:** The Commission is proposing to amend Exchange Act Rule 9b-1, which requires that an Options Disclosure Document (ODD) be sent to a customer opening an options account. The proposed amendment would refine certain language of the Rule so that it more clearly reflects the regulatory standards it was designed to establish. In paragraph (a)(3) of the Rule, the definition of "Options Disclosure Document" will be amended to explicitly state that amendments and supplements to the ODD are included as part of the ODD. Paragraphs (c)(2) and (c)(3) will be amended to better reflect the type of information appropriately included in the ODD. Paragraphs (c)(4) and (c)(7) will be similarly amended.

**Timetable:**

Action	Date	FR Cite
NPRM	04/00/98	

**Small Entities Affected:** None

**Government Levels Affected:** Undetermined

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Proposed Rule Stage

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 RIN: 3235-AH30

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

Final Rule Stage

**4479. 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	10/00/98	

**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  
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 RIN: 3235-AD79

**4480. OTC DERIVATIVES DEALERS**

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

**Legal Authority:** 15 USC 77c; 15 USC 77d; 15 USC 77e; 15 USC 77g; 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 78i; ...

**CFR Citation:** 17 CFR 200.30-3 revision; 17 CFR 240.8c-1 revision; 17

CFR 240.15b1-1 revision; 17 CFR 240.15c2-1 revision; 17 CFR 240.15c3-1 revision; 17 CFR 240.15c3-3 revision; 17 CFR 240.17a-3 revision; 17 CFR 240.17a-4 revision; 17 CFR 240.17a-11 revision; 17 CFR 240.3b-12; 17 CFR 240.3b-13; 17 CFR 240.3b-14; 17 CFR 240.3b-15; 17 CFR 240.3b-16; 17 CFR 240.15a-1; ...

**Legal Deadline:** None

**Abstract:** The Commission proposed for comment proposed rules and rule amendments under the Securities Exchange Act of 1934 that would tailor capital, margin and other broker-dealer regulatory requirements to a class of registered dealers called OTC derivatives dealers active in over-the-counter derivatives markets. Registration as an OTC derivatives dealer under the proposed rules would be an alternative to registration as a fully-regulated broker-dealer, and would be available only to entities acting primarily as counterparties in privately negotiated over-the-counter derivatives transactions.

**Timetable:**

Action	Date	FR Cite
NPRM	12/17/97	62 FR 67940
NPRM Comment Period End	03/02/98	
Extension of Comment Period to	04/06/98	63 FR 11173
Final Action	06/00/98	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

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**RIN:** 3235-AH16

**4481. 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 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.

**Timetable:**

Action	Date	FR Cite
NPRM	12/01/94	59 FR 63662
NPRM Comment Period End	02/04/95	
Final Action	06/00/98	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

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**RIN:** 3235-AG24

**4482. NATIONALLY RECOGNIZED STATISTICAL RATING ORGANIZATIONS**

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

**Legal Authority:** 15 USC 78o

**CFR Citation:**

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Final Rule Stage

**Legal Deadline:** None

**Abstract:** The Commission has solicited recommendations on its 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, it believes that it is appropriate to examine the process it employs 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	12/30/97	62 FR 68018
NPRM Comment Period End	03/02/98	
Final Action	08/00/98	

**Small Entities Affected:** Undetermined**Government Levels Affected:** Undetermined**Additional Information:** The

Commission issued a release proposing amendments to the net capital rule that would define the term Nationally Recognized Statistical Rating Organization (NRSRO) for purposes of the net capital rule and set forth the process for applying for NRSRO designation. See RIN 3235-AH28. This release was based in part on comments received in response to the concept release.

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**RIN:** 3235-AG41**4483. 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 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 240.0-10**Legal Deadline:** None

**Abstract:** The Commission proposed to amend the definitions of the terms "small business" and "small organization" contained in Rule 0-10 under the Securities Exchange Act of 1934.

**Timetable:**

Action	Date	FR Cite
NPRM	01/28/97	62 FR 4106
Extension of Comment Period	03/20/97	62 FR 13356
NPRM Comment Period End	04/30/97	
Final Action	04/00/98	

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

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**RIN:** 3235-AH01**4484. • NET CAPITAL REQUIREMENTS FOR BROKERS OR DEALERS—DEFINITION OF THE TERM NATIONALLY RECOGNIZED STATISTICAL RATING ORGANIZATION****Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.**Legal Authority:** 15 USC 78c; 15 USC 78o; 15 USC 78q; 15 USC 78w**CFR Citation:** 17 CFR 240.15c3-1**Legal Deadline:** None

**Abstract:** The Commission issued a release proposing amendments to the net capital rule that would define the term Nationally Recognized Statistical Rating Organization (NRSRO) for purposes of the net capital rule and set forth the process for NRSRO designation.

**Timetable:**

Action	Date	FR Cite
NPRM	12/30/97	62 FR 68018
NPRM Comment Period End	03/02/98	
Final Action	08/00/98	

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

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**RIN:** 3235-AH28**4485. • REPORTS TO BE MADE BY CERTAIN BROKERS AND DEALERS****Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.**Legal Authority:** 15 USC 80o(c)(3); 15 USC 78w**CFR Citation:** 17 CFR 240.17a-5**Legal Deadline:** None

**Abstract:** As part of its efforts to monitor the security industry's efforts to remedy the year 2000 problem, the Commission will propose for comment an amendment to Exchange Act Rule 17a-5 that would require certain broker-dealers to file with the Commission and their designated examining authority two reports. These reports will also (1) enable the Commission staff to report to Congress on the industry's preparedness; (2) supplement the Commission's examination module for year 2000; (3) help the Commission coordinate with self-regulatory organizations on industry-wide testing implementation and contingency planning; and (4) help increase broker-dealer awareness that they should be taking specific steps now to prepare for year 2000.

**Timetable:**

Action	Date	FR Cite
NPRM	03/12/98	63 FR 12056
NPRM Comment Period End	04/13/98	
Final Action	05/00/98	

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

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**RIN:** 3235-AH36

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Final Rule Stage

**4486. • YEAR 2000 READINESS REPORTS TO BE MADE BY TRANSFER AGENTS**

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

**Legal Authority:** 15 USC 78q-16(i); 15 USC 78w

**CFR Citation:** 17 CFR 240.17Ad-18

**Legal Deadline:** None

**Abstract:** As part of its efforts to monitor the security industry's efforts to remedy the year 2000 problem, the Commission will propose for comment proposed Exchange Act Rule 17Ad-18 that would require non-bank transfer agents to file with the Commission at least one report regarding its year 2000 readiness. All non-bank transfer agents would be required to submit an initial report and certain non-bank transfer agents would be required to submit follow-up reports. These reports will: (1) enable the Commission staff to report to Congress on transfer agents' preparedness; (2) supplement the Commission's examination module for the year 2000; and (3) increase transfer agent awareness that they should be taking specific steps now to prepare for year 2000.

**Timetable:**

Action	Date	FR Cite
NPRM	03/12/98	63 FR 12062
NPRM Comment	04/13/98	
Period End		
Final Action	05/00/98	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

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**RIN:** 3235-AH42

**4487. • INITIATION OR RESUMPTION OF QUOTATIONS WITHOUT SPECIFIED INFORMATION**

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

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

**CFR Citation:** 17 CFR 240.15c2-11

**Legal Deadline:** None

**Abstract:** As part of its efforts to respond to fraud in the microcap securities market, the Commission will propose for comment amendments to Rule 15c2-11. These amendments would require broker-dealers to: have more issuer information before publishing quotations; review updated information periodically when publishing priced quotations; and make issuer information more widely available. The amendments also would expand the issuer's information that a broker-dealer must review for a non-reporting issuer.

**Timetable:**

Action	Date	FR Cite
NPRM	02/25/98	63 FR 9661
NPRM Comment	04/27/98	
Period End		
Final Action	08/00/98	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

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SECURITIES AND EXCHANGE COMMISSION (SEC)  
DIVISION OF MARKET REGULATION

Long-Term Actions

**4488. 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. 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. 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	07/09/96	61 FR 37701
NPRM Comment	08/19/96	
Period End		
Next Action	Undetermined	

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Additional Information:** LEGAL AUTHORITY CONTINUED: 15 USC 78m; 15 USC 78n; 15 USC 78o; 15 USC 78p; 15 USC 78q; 15 USC 78s; 15 USC

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## Long-Term Actions

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

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**RIN:** 3235-AG69

**4489. 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 percent 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	10/29/96	
Period End		
Next Action	Undetermined	

**Small Entities Affected:** Undetermined

**Government Levels Affected:** Undetermined

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**RIN:** 3235-AH00

**4490. 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 78l to 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 repropoed 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	04/18/94	
Period End		
Next Action	Undetermined	

**Small Entities Affected:** None

**Government Levels Affected:** Undetermined

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**RIN:** 3235-AE42

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