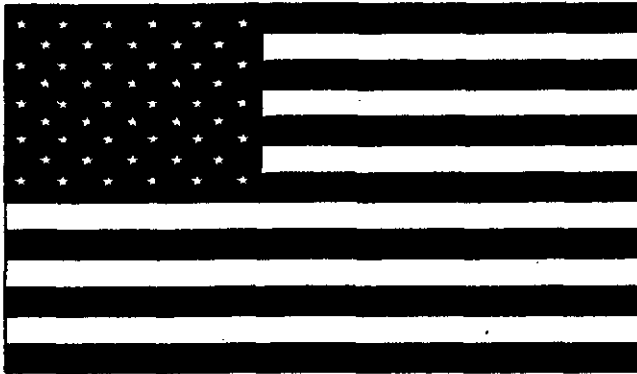
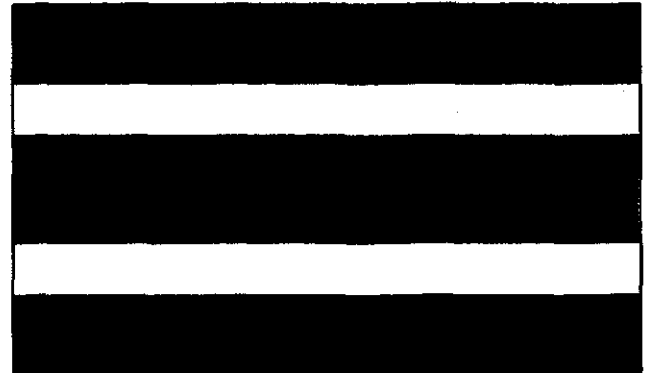


COMMUNIQUE



*The United States
Securities and Exchange Commission*



*Costa Rican Comision
Nacional de Valores*

*On the Provision of Technical Assistance for the Development of the
Costa Rican Securities Markets, the Exchange of Information, and
the Establishment of a Framework for Cooperation*

*Washington, D.C.
October 10, 1991*

**COMMUNIQUE BETWEEN THE
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
AND THE
COSTA RICAN COMISION NACIONAL DE VALORES
ON THE PROVISION OF TECHNICAL ASSISTANCE FOR THE
DEVELOPMENT OF THE COSTA RICAN SECURITIES MARKETS,
THE EXCHANGE OF INFORMATION, AND
THE ESTABLISHMENT OF A FRAMEWORK FOR COOPERATION**

The United States Securities and Exchange Commission ("SEC") and the Costa Rican Comision Nacional de Valores ("CNV") (collectively, "the Parties") recognize the increasing international activity in securities markets and the corresponding need for mutual cooperation in matters relating to the administration and enforcement of United States and Costa Rican securities laws. The Parties further recognize the significance of independent securities markets for economic development and growth and the need to ensure the development and maintenance of open, fair, efficient and sound domestic securities markets in the United States and Costa Rica.

The Parties are committed to, and intend to consult periodically about, the development and maintenance of open, fair, efficient, and stable markets. The Parties recognize that cooperation and consultation on all matters relating to interaction between their respective markets will create the balance between market oversight and stability and market development and competition that is critical to the continued evolution of their domestic markets.

The Parties hereby express their mutual intent to support the development of sound securities regulatory mechanisms and the integration of the Costa Rican securities system into a broader international framework. This Communique also is a statement of the Parties' intent to facilitate their obtaining information that may be situated in the territory of the other Party, and to engage in consultations about subjects of mutual interest to protect investors by ensuring the efficiency and integrity of the securities markets of the United States and Costa Rica, the coordination of market oversight, and the administration of both United States and Costa Rican securities laws.

I. THE PROVISION OF TECHNICAL ASSISTANCE FOR THE DEVELOPMENT OF THE COSTA RICAN SECURITIES MARKETS

In furtherance of the objectives of promoting the development of sound securities regulatory mechanisms and the integration of the Costa Rican securities system into a broader international framework, and subject to the availability of personnel and other resources, the SEC intends to consult with and provide advice to the CNV with a view to establishing and implementing an ongoing technical assistance program for the development, administration and operation of the Costa Rican securities markets. Such consultations will identify specific types of technical assistance which the Parties believe are necessary and reasonable. Such assistance may include the training of personnel as well as the provision of information and advice relating to the development of:

systems to promote the formation of capital, including both public and private placement markets;

types of securities to fill particular needs;

order handling systems;

trade recording and comparison systems;

quotation and transaction data transmission systems;

clearance and settlement mechanisms;

regulatory requirements relating to market professionals and capital adequacy;

systems and related regulatory mechanisms relating to accounting and disclosure;

systems necessary for effective market surveillance and enforcement programs; and

procedures and practices to protect investors.

II. THE EXCHANGE OF INFORMATION AND THE ESTABLISHMENT OF A FRAMEWORK FOR COOPERATION

The Parties believe it is necessary and appropriate to develop a framework pursuant to which each will assist the other in obtaining information for use in investigating and prosecuting those who would abuse the integrity of their respective securities markets. The Parties hereby declare their intent to provide mutual assistance, to the fullest extent legally possible, to facilitate the conduct of market oversight functions and the conduct of investigations, litigation or prosecutions in cases where information located within the jurisdiction of the requested Party is needed to determine whether, or prove that, the laws or regulations of the jurisdiction of the requesting Party may have been violated. The Parties also intend, to the extent permitted by law, to consult and provide assistance concerning the surveillance and operation of their respective markets and market participants.

Each Party intends, to the extent permitted by the laws and regulations of its jurisdiction, to assist the other by providing any information that already is in its possession or that it can obtain in order to enable the other Party to secure compliance with the relevant laws of its jurisdiction. To the extent a Party lacks legal authority to provide assistance, such Party will use all reasonable efforts to obtain such legal authority, or will seek the assistance of other governmental agencies that have such legal authority, necessary to provide assistance. The Parties will maintain the confidentiality of information provided pursuant to this Communique to the extent permitted or required by their respective domestic laws.

III. DEVELOPMENT OF A COMPREHENSIVE UNDERSTANDING; APPOINTMENT OF CONTACT PERSONS

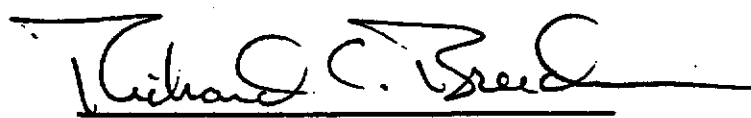
This Communique is an interim understanding, which the Parties contemplate is a preliminary step toward the development of a comprehensive memorandum of understanding on cooperation in securities matters.

To facilitate communication and ensure continuity in the cooperation between the Parties, they hereby appoint contact persons as set forth in Attachment A.

SIGNED THIS 10th DAY OF OCTOBER 1991

FOR THE SECURITIES AND EXCHANGE COMMISSION:

FOR THE COMISION NACIONAL DE VALORES:



**Richard C. Breeden
Chairman**



**Thelmo Vargas
Minister of Finance**

ATTACHMENT A

The Securities and Exchange Commission appoints
as its contact person:

**Director, Office of International Affairs
United States Securities and Exchange Commission
450 5th Street, N.W.
Washington, D.C. 20549 U.S.A.**

**Tel: (202) 272-2306
Fax: (202) 504-2282**

The Comision Nacional de Valores appoints
as its contact person:

**Chairman
Comision Nacional de Valores
Banco Central de Costa Rica
San Jose, Costa Rica**

**Tel: (506) 55-40-68
Fax: (506) 33-33-65**