Any fund that relies on one of the exemptive rules must comply with the requirements in the definition of ''independent legal counsel'' under rule 0–1. We assume that approximately 3870 funds rely on at least one of the exemptive rules annually.[7] We further assume that the independent directors of approximately one-third (1290) of those funds would need to make the required determination in order for their counsel to meet the definition of independent legal counsel.[8] We estimate that each of these 1290 funds would be required to spend, on average, 0.75 hours annually to comply with the recordkeeping requirement associated with this determination, for a total annual burden of approximately 968 hours. Based on this estimate, the total annual cost for all funds' compliance with this rule is approximately $66,126. To calculate this total annual cost, the Commission staff assumed that two-thirds of the total annual hour burden (645 hours) would be incurred by compliance staff with an average hourly wage rate of $89 per hour,[9] and one-third of the annual hour burden (323 hours) would be incurred by clerical staff with an average hourly wage rate of $27 per hour.[10]

These burden hour estimates are based upon the Commission staff's experience and discussions with the fund industry. The estimates of average burden hours are made solely for the purposes of the Paperwork Reduction Act. These estimates are not derived from a comprehensive or even a representative survey or study of the costs of Commission rules.

Written comments are invited on: (a) Whether the collection of information is necessary for the proper performance of the functions of the Commission, including whether the information has practical utility; (b) the accuracy of the Commission's estimate of the burdens of the collection of information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burdens of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

Please direct your written comments to R. Corey Booth, Director/Chief Information Officer, Office of Information Technology, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549.

Dated: November 16, 2005.

Jonathan G. Katz,

Secretary.

[FR Doc. E5–6538 Filed 11–25–05; 8:45 am]

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[7] Based on statistics compiled by Commission staff, we estimate that there are approximately 4300 funds that could rely on one or more of the exemptive rules. Of those funds, we assume that approximately 90 percent (3870) actually rely on at least one exemptive rules annually.

[8] We assume that the independent directors of the remaining two-thirds of those funds will choose not to have counsel, or will rely on counsel who has not recently represented the fund's management organizations or control persons. In both circumstances, it would not be necessary for the fund's independent directors to make a determination about their counsel's independence.

[9] The staff estimates concerning the wage rate for professional time and for clerical time are based on salary information complied by the Securities Industry Association. We use the annual salaries listed for the Director of Compliance and Executive Secretary positions to make our estimates. See Securities Industry Association, *Report on Management and Professional Earnings in the Securities Industry* (2004) (available in part at *http://www.careerjournal.com/salaryhiring* (last visited Sept. 14, 2005)). Note that the average hourly wage rate estimates are modified for an 1800-hour work-year, 2.7% inflation and adjusted upward by 35% to reflect possible overhead costs and employee benefits.

[10] (645 × $89/hour) + (323 × $27/hour) = $66,126.

SECURITIES AND EXCHANGE COMMISSION

Proposed Collection; Comment Request

Upon written request, copies available from: Securities and Exchange Commission, Office of Filings and Information Services, Washington, DC 20549.

Extension:

Rule 17a–7; SEC File No. 270–238; OMB Control No. 3235–0214.

Notice is hereby given that, pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501–3520), the Securities and Exchange Commission (the ''Commission'') is soliciting comments on the collections of information summarized below. The Commission plans to submit these existing collections of information to the Office of Management and Budget (''OMB'') for extension and approval.

Rule 17a–7 [17 CFR 270.17a–7] under the Investment Company Act of 1940 (the ''Act'') is entitled ''Exemption of certain purchase or sale transactions between an investment company and certain affiliated persons thereof.'' It provides an exemption from section 17(a) of the Act for purchases and sales of securities between registered investment companies (''funds''), that are affiliated persons (''first-tier affiliates'') or affiliated persons of affiliated persons (''second-tier affiliates''), or between a fund and a first-or second-tier affiliate other than another fund, when the affiliation arises solely because of a common investment adviser, director, or officer. Rule 17a–7 requires funds to keep various records in connection with purchase or sale transactions effected in reliance on the rule. The rule requires the fund's board of directors to establish procedures reasonably designed to ensure that the rule's conditions have been satisfied. The board is also required to determine, at least on a quarterly basis, that all affiliated transactions effected during the preceding quarter in reliance on the rule were made in compliance with these established procedures. If a fund enters into a purchase or sale transaction with an affiliated person, the rule requires the fund to compile and maintain written records of the transaction.[1] The Commission's examination staff uses these records to evaluate for compliance with the rule.

The Commission estimates that approximately 968 funds enter into transactions effected in reliance on rule 17a–7 each year and, therefore, are subject to the rule's information collection requirements.[2] The average annual burden for rule 17a–7 is estimated to be approximately two burden hours per respondent, for an annual total of 1935 burden hours for all respondents.[3] The estimates of burden hours are made solely for the purposes of the Paperwork Reduction Act, and are not derived from a comprehensive or even a representative survey or study of the costs of Commission rules.

Rule 17a–7 requires investment companies to maintain and preserve permanently a written copy of the procedures governing rule 17a–7 transactions. In addition, investment companies are required to maintain written records of each rule 17a–7

[1] The written records are required to set forth a description of the security purchased or sold, the identity of the person on the other side of the transaction, and the information or materials upon which the board of directors' determination that the transaction was in compliance with the procedures was made.

[2] These estimates are based on conversations with the examination and inspections staff of the Commission and fund representatives. Based on these conversations, the Commission staff estimates that most investment companies (3870 of the estimated 4300 registered investment companies) have adopted procedures for compliance with rule 17a–7. Of these 3870 investment companies, the Commission staff estimates that each year approximately 25% (968) enter into transactions affected by rule 17a–7.

[3] This estimate is based in turn on the staff's estimate that the approximately 968 funds that rely on rule 17a–7 annually engage in an average of 8 rule 17a–7 transactions and spend approximately 15 minutes per transaction on recordkeeping required by the rule.

transaction for a period of not less than six years from the end of the fiscal year in which the transaction occurred. The collection of information required by rule 17a–7 is necessary to obtain the benefits of the rule. Responses will not be kept confidential. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number.

Written comments are invited on: (a) Whether the collections of information are necessary for the proper performance of the functions of the Commission, including whether the information has practical utility; (b) the accuracy of the Commission's estimate of the burdens of the collections of information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burdens of the collections of information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

Please direct your written comments to R. Corey Booth, Director/Chief Information Officer, Office of Information Technology, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549.

Dated: November 17, 2005.

Jonathan G. Katz,

Secretary.

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SECURITIES AND EXCHANGE COMMISSION

Proposed Collection; Comment Request

Upon written request, copies available from: Securities and Exchange Commission, Office of Filings and Information Services, Washington, DC 20549.

Extension:

Rule 30a–8; SEC File No. 270–516; OMB Control No. 3235–0574.

Notice is hereby given that pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission (the ''Commission'') is soliciting comments on the collections of information summarized below. The Commission plans to submit these existing collections of information to the Office of Management and Budget (''OMB''), for extension and approval.

Rule 3a–8 of the Investment Company Act of 1940 (the ''Act''), serves as a nonexclusive safe harbor from investment company status for certain research and development companies (''R&D companies''). The rule requires that the board of directors of an R&D company seeking to rely on the safe harbor adopt an appropriate resolution evidencing that the company is primarily engaged in a non-investment business and record that resolution contemporaneously in its minute books or comparable documents.[1] An R&D company seeking to rely on the safe harbor must retain these records only as long as such records must be maintained in accordance with state law.

Rule 3a–8 contains an additional requirement that is also a collection of information within the meaning of the PRA. The board of directors of a company that relies on the safe harbor under rule 3a–8 must adopt a written policy with respect to the company's capital preservation investments. We expect that the board of directors will base its decision to adopt the resolution discussed above, in part, on investment guidelines that the company will follow to ensure its investment portfolio is in compliance with the rule's requirements.

The collection of information imposed by rule 3a–8 is voluntary because the rule is an exemptive safe harbor, and therefore, R&D companies may choose whether or not to rely on it. The purposes of the information collection requirements in rule 3a–8 are to ensure that: (i) The board of directors of an R&D company is involved in determining whether the company should be considered an investment company and subject to regulation under the Act, and (ii) adequate records are available for Commission review, if necessary. Rule 3a–8 would not require the reporting of any information or the filing of any documents with the Commission.

Commission staff estimates that there is no annual recordkeeping burden associated with the rule's requirements. Nevertheless, the Commission requests authorization to maintain an inventory of one burden hour for administrative purposes.

There are approximately 33,000 R&D companies in the United States.[2] Rule 3a–8 impacts non-manufacturing R&D companies that would fall within the definition of investment company pursuant to section 3(a)(1)(C) of the Act [15 U.S.C. 80a–3(a)(1)(C)].[3] Of the 16,170 non-manufacturing R&D Companies, the Commission believes that companies in scientific R&D services are more likely to use the exemption provided by rule 3a–8.[4] This field comprises companies that specialize in conducting R&D for other organizations, such as many biotechnology companies.[5] It accounts for 18%, or approximately 2910 companies.[6] Given that the board resolutions and investment guidelines will generally need to be adopted only once (unless relevant circumstances change),[7] the Commission believes that all the companies that seek to rely on rule 3a–8 would have adopted their board resolutions and established written investment guidelines in 2003 when the rule was adopted. We expect that newly formed R&D companies would adopt the board resolution and investment guidelines simultaneously with their formation documents in the ordinary course of business.[8] Therefore, we estimate that rule 3a–8 will not create additional time burdens.

Written comments are invited on: (a) Whether the proposed collection of

[1] Rule 3a–8(a)(6). This requirement is modeled on the requirement in rule 3a–2 under the Act that provides a temporary exemption from the Act for transient investment companies. 17 CFR 270.3a–2.

[2] *See* National Science Board, Science and Engineering Indicators 2004 (''NSB Indicators'') (available at *http://www.nsf.gov/statistics/seind04/*).

[3] The Act provides certain exclusions from the definition of investment company for a company that is primarily engaged in a non-investment business. 15 U.S.C. 80a–3(b)(1). For purposes of this PRA analysis, we assume that all manufacturing R&D companies are primarily engaged in the manufacturing industry and, therefore, may rely on the exclusion for companies primarily engaged in a non-investment business. For example, the top two manufacturing R&D companies in terms of dollars spent are Ford Motor Company and General Motors, which are primarily engaged in motor vehicle manufacturing. *See* NSB Indicators, *supra* note 2.

[4] We believe that R&D Companies in this field are most likely to rely on the rule because they often raise and invest large amounts of capital to fund their research and product development and may make strategic investments in other R&D companies to develop products jointly. These activities may cause the R&D companies to fall within the definition of investment company and fail to qualify for statutory exclusions under the Act when using the Commission's traditional analysis. *See* Certain Research and Development Companies, Release No. 26077 (Jun. 16, 2003) [68 FR 37045 (Jun. 20, 2003)], at n. 12 and accompanying text (''Rule 3a–8 Release'').

[5] *See* NSB Indicators, *supra* note 2.

[6] *Id.*

[7] In the event of changed circumstances, the Commission believes that the board resolution and investment guidelines will be amended and recorded in the ordinary course of business and would not create additional time burdens.

[8] In order for these companies to raise sufficient capital to fund their product development stage, we believe they will need to present potential investors with investment guidelines. Investors would want to be assured that the company's funds are invested consistent with the goals of capital preservation and liquidity.