



# Federal Register

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**Monday,  
October 31, 2005**

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**Part LX**

## **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. 33-8608, 34-52378, 35-28025, 39-2438, IA-2424, IC-27055, File No. S7-07-05]

**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 September 2, 2005, 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:** Comments should be received on or before December 31, 2005.

**ADDRESSES:** Comments may be submitted by any of the following methods:

*Electronic comments:*

- Use the Commission’s Internet comment form (<http://www.sec.gov/rules/other.shtml>); or
- Send an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number S7-07-05 on the subject line; or

- Use the Federal eRulemaking Portal (<http://www.regulations.gov>). Follow the instructions for submitting comments.

*Paper comments:*

- Send paper comments in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549-9303.

All submissions should refer to File No. S7-07-05. This file number should be included on the subject line if e-mail is used. To help us process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission’s Internet Web site (<http://www.sec.gov/rules/other.shtml>). Comments are also available for public inspection and copying in the Commission’s Public Reference Room, 100 F Street NE., Washington, DC 20549. All comments received will be posted without change; we do not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

**FOR FURTHER INFORMATION CONTACT:** Anne Sullivan, Office of the General Counsel, 202-551-5019.

**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 that 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 that is included in the agenda (5 U.S.C. 602(d)). Actions that do not have an estimated date are placed in the long-term category; the Commission may nevertheless act on items in that category within the next 12 months. The agenda includes new entries, entries carried over from prior publications, and rulemaking actions that have been completed (or withdrawn) since publication of the last agenda.

The following abbreviations for the acts administered by the Commission are used in the agenda:

“Securities Act”—Securities Act of 1933

“Exchange Act”—Securities Exchange Act of 1934

“Public Utility Holding Company Act”—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 RFA agenda is set forth below. The Commission invites public comment on the agenda and on the individual agenda entries.

**Dated:** September 2, 2005.  
By the Commission.

**Jonathan G. Katz,**  
*Secretary.*

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

Sequence Number	Title	Regulation Identifier Number
4159	Industry Guide 3—Statistical Disclosure by Bank Holding Companies .....	3235-AI10
4160	Streamlining Rule 144 .....	3235-AH13
4161	Disclosure in Management’s Discussion and Analysis Regarding the Application of Critical Accounting Policies .....	3235-AI44
4162	Revision to Accelerated Filer Definition .....	3235-AJ29
4163	Electronic Delivery of Proxy Materials .....	3235-AJ47
4164	Definition of Securities “Held of Record” .....	3235-AJ22
4165	Termination of Reporting Obligations by Foreign Private Issuers Under the Securities Exchange Act of 1934 .....	3235-AJ38
4166	Electronic Filing of Form D .....	3235-AJ46
4167	Lock-Up Agreements .....	3235-AI09
4168	Equal Treatment of Security Holders Pursuant to Rule 14d-10 and Rule 13e-4(f) Under the Securities Exchange Act of 1934 .....	3235-AJ23
4169	Proxy Disclosure Regarding Executive Compensation and Related Party Transactions .....	3235-AI80

## SEC

## DIVISION OF CORPORATION FINANCE—Final Rule Stage

Sequence Number	Title	Regulation Identifier Number
4170	Security Holder Director Nominations .....	3235-AI93
4171	Defining "Qualified Purchasers" .....	3235-AI25

## DIVISION OF CORPORATION FINANCE—Completed Actions

Sequence Number	Title	Regulation Identifier Number
4172	Use of Form S-8, Form 8-K, and Form 20-F by Public Shell Companies .....	3235-AH88
4173	Ownership Reports and Trading by Officers, Directors, and Principal Security Holders .....	3235-AJ27
4174	Securities Offering Reform .....	3235-AI11

## DIVISION OF INVESTMENT MANAGEMENT—Proposed Rule Stage

Sequence Number	Title	Regulation Identifier Number
4175	Books and Records To Be Maintained by Investment Advisers .....	3235-AH24
4176	Political Contributions by Certain Investment Advisers .....	3235-AH72
4177	Disclosure and Recordkeeping Requirements for Investment Advisers Regarding Brokerage Allocation and Soft Dollar Practices .....	3235-AJ45
4178	Amendments to Registration Form and Rules for Registration of Certain Investment Company Securities .....	3235-AI84
4179	Investment Company Portfolio Transaction Costs .....	3235-AI94
4180	Amendments to Investment Company Registration Statements To Protect Certain Private Information .....	3235-AJ40
4181	Interagency Proposal To Consider Alternative Forms of Privacy Notices Under the Gramm-Leach-Bliley Act .....	3235-AJ06
4182	Definition of "Issued Ratably" Under Section 18(d) of the Investment Company Act of 1940 .....	3235-AJ42
4183	Investment Company Disclosure Reform .....	3235-AJ44
4184	Amend Filing Requirements for Form N-SAR, Semiannual Report of Registered Investment Companies .....	3235-AF93
4185	Amendments to the Cash Solicitation Rule .....	3235-AH33

## DIVISION OF INVESTMENT MANAGEMENT—Final Rule Stage

Sequence Number	Title	Regulation Identifier Number
4186	Certain Thrift Institutions Deemed Not To Be Investment Advisers .....	3235-AI16
4187	Amendments to Form ADV .....	3235-AI17
4188	Fund of Funds Investments .....	3235-AI30
4189	Exemption From Shareholder Approval for Certain Subadvisory Contracts .....	3235-AH80
4190	Amendments to Rules Governing Pricing of Mutual Fund Shares .....	3235-AJ01
4191	Disposal of Consumer Report Information .....	3235-AJ24
4192	Definition of Eligible Portfolio Company Under the Investment Company Act of 1940 .....	3235-AJ31

## DIVISION OF INVESTMENT MANAGEMENT—Completed Actions

Sequence Number	Title	Regulation Identifier Number
4193	Rulemaking for EDGAR System .....	3235-AI18
4194	PUHCA: Exemption for Certain Acquisitions of Foreign Utility Companies; Subsidiaries Authorized To Perform Services or Construction or To Sell Goods .....	3235-AF78
4195	Regional Transmission Organizations and Independent Transmission Companies .....	3235-AI27
4196	Exemptions From Section 17(c) of the Public Utility Holding Company Act Regarding Officers and Directors of Registered Holding Companies .....	3235-AI59

## SEC

## DIVISION OF INVESTMENT MANAGEMENT—Completed Actions (Continued)

Sequence Number	Title	Regulation Identifier Number
4197	Exemption of Holding Companies Which Are Intrastate or Predominantly Operating Companies .....	3235-AJ35

## DIVISION OF MARKET REGULATION—Proposed Rule Stage

Sequence Number	Title	Regulation Identifier Number
4198	Risk Assessment Recordkeeping and Reporting Requirement .....	3235-AH06
4199	Registration Requirements for Banks Acting as Brokers or Dealers in Security Futures Products .....	3235-AI83
4200	Municipal Securities Disclosure .....	3235-AJ41
4201	Amendments to Financial Responsibility Rules for Broker-Dealers .....	3235-AJ48
4202	Concept Release Concerning Self-Regulation .....	3235-AJ36
4203	Processing of Reorganization Events, Tender Offers, and Exchange Offers .....	3235-AH53
4204	Publication or Submission of Quotations Without Specified Information .....	3235-AH40

## DIVISION OF MARKET REGULATION—Final Rule Stage

Sequence Number	Title	Regulation Identifier Number
4205	Regulation B .....	3235-AJ28
4206	Rule 15c2-2: Confirmation of Transactions in Open-End Management Investment Company Shares, Unit Investment Trust Interests, and Municipal Fund Securities Used for Education Savings .....	3235-AJ11
4207	Rule 15c2-3: Point-of-Sale Disclosure of Purchases in Open-End Management Investment Company Shares, Unit Investment Trust Interests, and Municipal Fund Securities Used for Education Savings .....	3235-AJ12
4208	Rule 15c-100: Schedule 15C .....	3235-AJ13
4209	Rule 15c-101: Schedule 15D .....	3235-AJ14
4210	Fair Administration and Governance of Self-Regulatory Organizations .....	3235-AJ33
4211	Definition of Nationally Recognized Statistical Rating Organization .....	3235-AH28
4212	Amendments to Regulation M: Anti-Manipulation Rules Concerning Securities Offerings .....	3235-AJ37

## DIVISION OF MARKET REGULATION—Long-Term Actions

Sequence Number	Title	Regulation Identifier Number
4213	Request for Comment on the Regulation of NASDAQ Petition Relating to NASDAQ Listed Securities .....	3235-AI86
4214	Concept Release: Competitive Developments in the Options Markets .....	3235-AJ15

## DIVISION OF MARKET REGULATION—Completed Actions

Sequence Number	Title	Regulation Identifier Number
4215	Regulation NMS .....	3235-AJ18
4216	Securities Transactions Settlement .....	3235-AJ19
4217	Amendments to the Penny Stock Rules .....	3235-AI02
4218	Removal From Listing and Registration of Securities Pursuant to Section 12(d) of the Securities Exchange Act of 1934 .....	3235-AJ04

SEC

OFFICES AND OTHER PROGRAMS—Proposed Rule Stage

Sequence Number	Title	Regulation Identifier Number
4219	Regulation PCAOB .....	3235-AJ34

OFFICES AND OTHER PROGRAMS—Long-Term Actions

Sequence Number	Title	Regulation Identifier Number
4220	International Accounting Standards .....	3235-AH65
4221	Implementation of Standards of Professional Conduct for Attorneys .....	3235-AI72

OFFICES AND OTHER PROGRAMS—Completed Actions

Sequence Number	Title	Regulation Identifier Number
4222	Amendment to Rule 4-01(a) of Regulation S-X Regarding the Compliance Date for Statement of Financial Accounting Standards No. 123 (revised 2004), Share-Based Payment .....	3235-AJ39

Securities and Exchange Commission (SEC)

Proposed Rule Stage

Division of Corporation Finance

**4159. INDUSTRY GUIDE 3—  
STATISTICAL DISCLOSURE BY BANK  
HOLDING COMPANIES**

**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 229; 17 CFR 231; 17 CFR 241

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission propose amendments to Securities Act Industry Guide 3 and Exchange Act Industry Guide 3, Statistical Disclosure by Banking Holding Companies, to update them and apply them more broadly to registrants engaging in lending, investing, or deposit-taking activities, in addition to banks and bank holding companies. The revisions also would likely take into account changes in financial reporting rules and the increasingly diverse lending and investing activities that expose registrants to credit risk.

**Timetable:**

Action	Date	FR Cite
NPRM	09/00/06	

**Regulatory Flexibility Analysis Required:** Undetermined

**Government Levels Affected:** None

**Agency Contact:** Carol Stacey, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-3400

**RIN:** 3235-AI10

**4160. 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 proposed revisions to Rule 144, Rule 145, and Form 144 to make the rules and form easier to understand and apply. The Division is considering recommending that the Commission repropose amendments that would, among other

things, add a bright line test to the Rule 144 definition of affiliate, increase the Form 144 filing thresholds, and codify certain interpretive positions.

**Timetable:**

Action	Date	FR Cite
NPRM	02/20/97	62 FR 9246
NPRM Comment Period End	04/29/97	
Second NPRM	04/00/06	

**Regulatory Flexibility Analysis Required:** Yes

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**URL For More Information:** [www.sec.gov/rules/proposed/33-7391.txt](http://www.sec.gov/rules/proposed/33-7391.txt)

**Agency Contact:** Raymond A. Be, Office of Rulemaking, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-3430

**RIN:** 3235-AH13

## SEC—Division of Corporation Finance

## Proposed Rule Stage

**4161. DISCLOSURE IN MANAGEMENT'S DISCUSSION AND ANALYSIS REGARDING THE APPLICATION OF CRITICAL ACCOUNTING POLICIES**

**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 228.303; 17 CFR 229.303

**Legal Deadline:** None

**Abstract:** The Commission proposed rule provisions to require a company to discuss the application of its critical accounting policies. The proposals would encompass both critical accounting estimates that a company makes and the initial adoption by a company of an accounting policy with a material impact on its financial presentation. The new disclosure would be included in the MD&A section of a company's annual reports, registration statements, and proxy and information statements and would be updated quarterly.

**Timetable:**

Action	Date	FR Cite
NPRM	05/20/02	67 FR 35620
NPRM Comment Period End	07/19/02	
NPRM	09/00/06	

**Regulatory Flexibility Analysis Required:** Yes

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rules/proposed/33-8098.htm](http://www.sec.gov/rules/proposed/33-8098.htm)

**Agency Contact:** Consuelo Hitchcock, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-3115

**RIN:** 3235-AI44

**4162. REVISION TO ACCELERATED FILER DEFINITION**

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

**Legal Authority:** Not Yet Determined

**CFR Citation:** 17 CFR 240.12b-2

**Legal Deadline:** None

**Abstract:** The Commission proposed rules that would revise the definition of an "accelerated filer" in Rule 12b-2 under the Exchange Act so that an accelerated filer that no longer is subject to Exchange Act reporting with respect to any class of common equity securities, but that remains subject to Exchange Act reporting with respect to one or more other classes of securities, would no longer be subject to the definition and therefore would be able to stop complying with the accelerated filing requirements on or after the date that the company no longer is subject to Exchange Act reporting with respect to its common equity.

**Timetable:**

Action	Date	FR Cite
NPRM	09/29/05	70 FR 56863
NPRM Comment Period End	10/31/05	

**Regulatory Flexibility Analysis Required:** No

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rule/proposed/33-8617.pdf](http://www.sec.gov/rule/proposed/33-8617.pdf)

**Agency Contact:** Katherine W. Hsu, Special Counsel, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-3430

**RIN:** 3235-AJ29

**4163. • ELECTRONIC DELIVERY OF PROXY MATERIALS**

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

**Legal Authority:** Not Yet Determined

**CFR Citation:** Not Yet Determined

**Legal Deadline:** None

**Abstract:** The Division is considering whether to recommend that the Commission propose amendments that would relax existing requirements regarding the electronic delivery of proxy materials.

**Timetable:**

Action	Date	FR Cite
NPRM	11/00/05	

**Regulatory Flexibility Analysis Required:** Undetermined

**Government Levels Affected:** None

**Agency Contact:** Raymond A. Be, Office of Rulemaking, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-3430

**RIN:** 3235-AJ47

**4164. DEFINITION OF SECURITIES "HELD OF RECORD"**

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

**Legal Authority:** Not Yet Determined

**CFR Citation:** 17 CFR 240.12g5-1

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission propose revisions to the definition of securities "held of record" under the Securities Exchange Act of 1934 to include the beneficial owners of securities registered in the name of a broker, dealer, bank, or similar nominee.

**Timetable:**

Action	Date	FR Cite
NPRM	05/00/06	

**Regulatory Flexibility Analysis Required:** Undetermined

**Government Levels Affected:** None

**Agency Contact:** Daniel Greenspan, Special Counsel, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-3430

**RIN:** 3235-AJ22

**4165. TERMINATION OF REPORTING OBLIGATIONS BY FOREIGN PRIVATE ISSUERS UNDER THE SECURITIES EXCHANGE ACT OF 1934**

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

**Legal Authority:** Not Yet Determined

**CFR Citation:** 17 CFR 240.12g-4; 17 CFR 240.12h-3

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission propose revisions relating to the circumstances under which foreign private issuers are permitted to terminate their registration under

## SEC—Division of Corporation Finance

## Proposed Rule Stage

section 12(g) of the Securities Exchange Act and any reporting obligation under section 15(d) of that Act.

**Timetable:**

Action	Date	FR Cite
NPRM	11/00/05	

**Regulatory Flexibility Analysis**

**Required:** No

**Government Levels Affected:** None

**Agency Contact:** Elliot Staffin, Special Counsel, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-3450

**RIN:** 3235-AJ38

**4166. • ELECTRONIC FILING OF FORM D**

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

**Legal Authority:** Not Yet Determined

**CFR Citation:** Not Yet Determined

**Legal Deadline:** None

**Abstract:** The Division is considering whether to recommend that the Commission propose amendments that would provide for the electronic filing of Form D.

**Timetable:**

Action	Date	FR Cite
NPRM	11/00/05	

**Regulatory Flexibility Analysis**

**Required:** Undetermined

**Government Levels Affected:** None

**Agency Contact:** Corey Jennings, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-3460

**RIN:** 3235-AJ46

**4167. LOCK-UP AGREEMENTS**

**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 240

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission propose a new rule under the Securities Act to clarify how to register securities that acquiring companies issue to certain target security holders who enter into lock-up agreements in connection with acquisition transactions. The Division also would consider recommending corresponding exemptions from certain Exchange Act rules to allow for the execution of lock-up agreements without violation of the applicable rules.

**Timetable:**

Action	Date	FR Cite
NPRM	09/00/06	

**Regulatory Flexibility Analysis**

**Required:** Undetermined

**Government Levels Affected:** None

**Agency Contact:** Pamela Carmody, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-3440

**RIN:** 3235-AI09

**4168. EQUAL TREATMENT OF SECURITY HOLDERS PURSUANT TO RULE 14D-10 AND RULE 13E-4(F) UNDER THE SECURITIES EXCHANGE ACT OF 1934**

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

**Legal Authority:** Not Yet Determined

**CFR Citation:** Not Yet Determined

**Legal Deadline:** None

**Abstract:** The Division is considering recommending to the Commission amendments to the "best-price" rules contained in tender offer Rule 14d-10 and Rule 13e-4(f) under the Securities Exchange Act of 1934 to address issues raised by recent court decisions regarding the type of consideration to which these rules apply.

**Timetable:**

Action	Date	FR Cite
NPRM	12/00/05	

**Regulatory Flexibility Analysis**

**Required:** Undetermined

**Government Levels Affected:**

Undetermined

**Agency Contact:** Brian V. Breheny, Chief, Office of Mergers and Acquisitions, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-3440

**RIN:** 3235-AJ23

**4169. PROXY DISCLOSURE REGARDING EXECUTIVE COMPENSATION AND RELATED PARTY TRANSACTIONS**

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

**Legal Authority:** Not Yet Determined

**CFR Citation:** Not Yet Determined

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission propose amendments that would enhance disclosure regarding executive compensation, the independence of a registrant's board of directors, related party transactions between executive officers and directors, and related party transactions with an issuer.

**Timetable:**

Action	Date	FR Cite
NPRM	11/00/05	

**Regulatory Flexibility Analysis**

**Required:** Undetermined

**Government Levels Affected:** None

**Agency Contact:** Anne Krauskopf, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-3500

**RIN:** 3235-AI80

**Securities and Exchange Commission (SEC)**  
**Division of Corporation Finance**

Final Rule Stage

**4170. SECURITY HOLDER DIRECTOR NOMINATIONS**

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

**Legal Authority:** 15 USC 78c(b); 15 USC 78m; 15 USC 78n; 15 USC 78o; 15 USC 78p; 15 USC 78w(a)

**CFR Citation:** Not Yet Determined

**Legal Deadline:** None

**Abstract:** The Commission proposed amendments to the proxy rules and related rules and regulations regarding the inclusion of shareholder director nominations in company proxy materials.

**Timetable:**

Action	Date	FR Cite
NPRM	10/23/03	68 FR 60783
NPRM Comment Period End	12/22/03	
Round table: Announced	02/12/04	69 FR 6928
Round table comments due	03/31/04	
Final Action	06/00/06	

**Regulatory Flexibility Analysis Required:** Yes

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rules/proposed/34-48626.htm](http://www.sec.gov/rules/proposed/34-48626.htm)

**Agency Contact:** Lillian C. Brown, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-3115

**RIN:** 3235-AI93

**4171. DEFINING "QUALIFIED PURCHASERS"**

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

**Legal Authority:** 15 USC 78r

**CFR Citation:** Not Yet Determined

**Legal Deadline:** None

**Abstract:** The Commission proposed amendments to Rule 146 to provide a

definition of "qualified purchaser" to expand the definition of "covered securities" in section 18 of the Securities Act of 1933.

**Timetable:**

Action	Date	FR Cite
NPRM	12/27/01	66 FR 66839
NPRM Comment Period End	02/25/02	
Final Action	04/00/06	

**Regulatory Flexibility Analysis Required:** Undetermined

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rules/proposed/33-8041.htm](http://www.sec.gov/rules/proposed/33-8041.htm)

**Agency Contact:** Gerald J. Laporte, Office of Small Business Policy, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-3460

**RIN:** 3235-AI25

**Securities and Exchange Commission (SEC)**  
**Division of Corporation Finance**

Completed Actions

**4172. USE OF FORM S-8, FORM 8-K, AND FORM 20-F BY PUBLIC SHELL COMPANIES**

**Priority:** Substantive, Nonsignificant

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

**CFR Citation:** 17 CFR 249.308

**Legal Deadline:** None

**Abstract:** The Commission adopted amendments to Form S-8 and Form 8-K that would affect their use by shell companies.

**Timetable:**

Action	Date	FR Cite
NPRM	04/21/04	69 FR 21650
NPRM Comment Period End	06/07/04	
Final Action	07/21/05	70 FR 42234
Final Action Effective	11/07/05	

**Regulatory Flexibility Analysis Required:** Yes

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rules/final/33-8587.pdf](http://www.sec.gov/rules/final/33-8587.pdf)

**Agency Contact:** Kevin O'Neill, Division of Corporation Finance,

Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-3460

**RIN:** 3235-AH88

**4173. OWNERSHIP REPORTS AND TRADING BY OFFICERS, DIRECTORS, AND PRINCIPAL SECURITY HOLDERS**

**Priority:** Substantive, Nonsignificant

**Legal Authority:** 15 USC 78c(b); 15 USC 78p; 15 USC 78w(a); 15 USC 79q(a); 15 USC 80a-29(b)

**CFR Citation:** 17 CFR 228.405; 17 CFR 229.405; 17 CFR 240.16b-3; 17 CFR 240.16b-7

**Legal Deadline:** None

**Abstract:** The Commission adopted amendments to Rules 16b-3 and 16b-7, which exempt certain transactions from the private right of action to recover short-swing profit provided by section 16(b) of the Exchange Act. The amendments clarify the exemptive scope of those rules, consistent with statements in previous Commission releases.

Because the Rule 16b-3(d) and (e) amendments clarify the regulatory conditions that applied to these exemptions since they became effective on August 15, 1996, they are available to any transaction on or after August 15, 1996 that satisfies the regulatory conditions so clarified. Because the Rule 16b-7 amendment clarifies regulatory conditions that applied to that exemptions since it was amended effective May 1, 1991, it is available to any transaction on or after May 1, 1991 that satisfied the regulatory conditions so clarified.

The Commission also amended Item 405 of Regulation S-K and S-B to harmonize that item with the 2 business day Form 4 due date and mandated electronic filing and website posting of section 16 reports.

**Timetable:**

Action	Date	FR Cite
NPRM	06/25/04	69 FR 35982
NPRM Comment Period End	08/09/04	
Final Action	08/09/05	70 FR 46080
Final Action Effective	08/09/05	



## SEC—Division of Corporation Finance

## Completed Actions

Action	Date	FR Cite
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Effective Date for Item 405	09/08/05	
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**Regulatory Flexibility Analysis**

Required: Yes

**Small Entities Affected:** Businesses**Government Levels Affected:** None**URL For More Information:**[www.sec.gov/rules/final/33-8600.pdf](http://www.sec.gov/rules/final/33-8600.pdf)

**Agency Contact:** Anne M. Krauskopf, Special Counsel, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-3500

RIN: 3235-AJ27

**4174. SECURITIES OFFERING REFORM****Priority:** Substantive, Nonsignificant. Major under 5 USC 801.**Legal Authority:** 5 USC 77a et seq

**CFR Citation:** 17 CFR 200.30-1; 17 CFR 228.512; 17 CFR 229.512; 17 CFR 230.134; 17 CFR 230.137 to 230.139a; 17 CFR 230.153; 17 CFR 230.158 to 230.159A; 17 CFR 230.163 to 230.163A; 17 CFR 230.164; 17 CFR 230.168 to 230.169; 17 CFR 230.172 to 230.174; 17 CFR 230.401; 17 CFR 230.405; 17 CFR 230.408; 17 CFR 230.412 to 230.413; 17 CFR 230.415; 17 CFR 230.418; 17 CFR 230.424; 17 CFR 230.426; 17 CFR 230.430A, 230.430B, 230.430C; 17 CFR 230.433 to 230.434; 17 CFR 230.439; 17 CFR 230.456 to 230.457; 17 CFR 230.462; 17 CFR 230.473; 17 CFR 230.497; 17 CFR 230.902; 17 CFR 239.11 to 239.14; 17 CFR 239.25; 17 CFR 239.31 to 239.34; 17 CFR 243.100; 17 CFR 249.210; 17 CFR 249.220f; 17 CFR 249.308a; 17 CFR 249.310; 17 CFR 249.310b; 17 CFR 274.11a-1

**Legal Deadline:** None

**Abstract:** The Commission adopted rules modifying the Securities Act restrictions on communications by issuers and underwriters around the time of an offering. The rules also

include procedural changes in registration forms and their use to further capital formation. Finally, the rules address the requirements for delivery of final prospectuses.

**Timetable:**

Action	Date	FR Cite
NPRM	11/17/04	69 FR 67392
NPRM Comment Period End	01/31/05	
Final Action	08/03/05	70 FR 44722
Final Action Effective	12/01/05	

**Regulatory Flexibility Analysis**

Required: Yes

**Small Entities Affected:** Businesses**Government Levels Affected:** None**URL For More Information:**[www.sec.gov/rules/final/33-8591.pdf](http://www.sec.gov/rules/final/33-8591.pdf)

**Agency Contact:** Amy Starr, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-3830

RIN: 3235-AI11

## Securities and Exchange Commission (SEC)

## Proposed Rule Stage

## Division of Investment Management

**4175. 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 is considering recommending that the Commission update the books and records requirements for investment advisers.

**Timetable:**

Action	Date	FR Cite
NPRM	12/00/05	

**Regulatory Flexibility Analysis**

Required: Undetermined

**Government Levels Affected:**

Undetermined

**Agency Contact:** Don L. Evans, Office of Investment Adviser Regulation, Division of Investment Management,

Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-6787

RIN: 3235-AH24

**4176. POLITICAL CONTRIBUTIONS BY CERTAIN INVESTMENT ADVISERS****Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.**Legal Authority:** 15 USC 206(4); 15 USC 211(a); 15 USC 204**CFR Citation:** 17 CFR 275**Legal Deadline:** None

**Abstract:** The Commission has proposed new Rule 206(4)-5, which would prohibit an investment adviser from providing advisory services for compensation to a Government client for 2 years after the adviser or any of its partners, executive officers, or solicitors makes a contribution to certain elected officials or candidates.

The Commission also has proposed rule amendments that would require a registered adviser that has Government

clients to maintain certain records of the political contributions made by the adviser or any of its partners, executive officers, or solicitors.

**Timetable:**

Action	Date	FR Cite
NPRM	08/10/99	64 FR 43556
NPRM Comment Period End	11/01/99	
Other	09/00/06	

**Regulatory Flexibility Analysis**

Required: Yes

**Small Entities Affected:** Businesses**Government Levels Affected:** None**URL For More Information:**[www.sec.gov/rules/proposed/ia-1812.htm](http://www.sec.gov/rules/proposed/ia-1812.htm)

**Agency Contact:** Jennifer L. Sawin, Office of Investment Adviser Regulation, Division of Investment Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-6787

RIN: 3235-AH72

## SEC—Division of Investment Management

## Proposed Rule Stage

**4177. • DISCLOSURE AND RECORDKEEPING REQUIREMENTS FOR INVESTMENT ADVISERS REGARDING BROKERAGE ALLOCATION AND SOFT DOLLAR PRACTICES**

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

**Legal Authority:** 15 USC 78bb(e); 15 USC 80b–11(a); 15 USC 80b–4; 15 USC 80a–28(a); 15 USC 80a–31(a)

**CFR Citation:** Not Yet Determined

**Legal Deadline:** None

**Abstract:** The Division intends to recommend to the Commission that it propose rules that would require investment advisers to create a report and maintain records regarding their direction of brokerage transactions and receipt of research and other services in connection with those transactions.

**Timetable:**

Action	Date	FR Cite
NPRM	10/00/05	

**Regulatory Flexibility Analysis Required:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Daniel Seth Kahl, Office of Investment Adviser Regulation, Division of Investment Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551–6730  
Email: kahld@sec.gov

**RIN:** 3235–AJ45

**4178. AMENDMENTS TO REGISTRATION FORM AND RULES FOR REGISTRATION OF CERTAIN INVESTMENT COMPANY SECURITIES**

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

**Legal Authority:** 15 USC 80a–24; 15 USC 80a–37; 15 USC 77f; 15 USC 77h; 15 USC 77j; 15 USC 77s(a)

**CFR Citation:** 17 CFR 230; 17 CFR 270; 17 CFR 274

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission amend the rule and the form under the Investment Company Act of 1940 that prescribe the method by which certain

investment companies calculate and pay registration fees under the Securities Act of 1933 and Rule 457 under the Securities Act that allows for the offset of registration fees in cases of overpayment. The amendments would make clear that funds must pay interest on late filings at the time of the late filing, allow funds to use excess filing fees resulting from erroneous overpayments with Form 24F-2 filings as an offset against future registration fees due with Form 24F-2 filings, and make technical corrections to the form.

**Timetable:**

Action	Date	FR Cite
NPRM	04/00/06	

**Regulatory Flexibility Analysis Required:** Undetermined

**Government Levels Affected:** None

**Agency Contact:** Ruth Armfield Sanders, Division of Investment Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551–6960

**RIN:** 3235–AI84

**4179. INVESTMENT COMPANY PORTFOLIO TRANSACTION COSTS**

**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:** Not Yet Determined

**Legal Deadline:** None

**Abstract:** The Commission sought public comment on ways to improve disclosure of portfolio transaction costs. The Division is considering whether to recommend to the Commission amendments to investment company registration statements to make those improvements.

**Timetable:**

Action	Date	FR Cite
ANPRM	12/24/03	68 FR 74820
ANPRM Comment Period End	02/23/04	
NPRM	05/00/06	

**Regulatory Flexibility Analysis Required:** Undetermined

**Government Levels Affected:** Undetermined

**URL For More Information:**

[www.sec.gov/rules/concept/33-8349.htm](http://www.sec.gov/rules/concept/33-8349.htm)

**Agency Contact:** David Schwartz, Division of Investment Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551–6784

**RIN:** 3235–AI94

**4180. • AMENDMENTS TO INVESTMENT COMPANY REGISTRATION STATEMENTS TO PROTECT CERTAIN PRIVATE INFORMATION**

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

**Legal Authority:** 15 USC 77e; 15 USC 77f; 15 USC 77g; 15 USC 77j; 15 USC 77s(a); 15 USC 78j(b); 15 USC 78m; 15 USC 78o(d); 15 USC 78w(a); 15 USC 78mm; 15 USC 80a–8; 15 USC 80a–24(a); 15 USC 80a–29; 15 USC 80a–37

**CFR Citation:** 17 CFR 239.15A; 17 CFR 249.331; 17 CFR 274.11A; 17 CFR 274.11a–1; 17 CFR 274.11b; 17 CFR 274.128

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission issue a release proposing modifications to the disclosure requirements in Forms N-1A, N-2, N-3, and N-CSR to safeguard the privacy interests of investors qualifying as principal holders of any class of certain investment companies with regard to identifying information and of portfolio managers with regard to quantitative information about certain personal accounts.

**Timetable:**

Action	Date	FR Cite
NPRM	11/00/05	

**Regulatory Flexibility Analysis Required:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Christopher Kaiser, Division of Investment Management, Securities and Exchange Commission, 100 Street NE, Washington, DC 20549  
Phone: 202 551–6770  
Email: kaiserc@sec.gov

**RIN:** 3235–AJ40

## SEC—Division of Investment Management

## Proposed Rule Stage

**4181. INTERAGENCY PROPOSAL TO CONSIDER ALTERNATIVE FORMS OF PRIVACY NOTICES UNDER THE GRAMM-LEACH-BLILEY ACT**

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

**Legal Authority:** 15 USC 6804; 15 USC 78q, 78W; 15 USC 80a–30, 80a–37; 15 USC 80b–4, 80b–11

**CFR Citation:** None

**Legal Deadline:** None

**Abstract:** The Commission, together with the Board of Governors of the Federal Reserve System, Federal Deposit Insurance Corporation, Federal Trade Commission, National Credit Union Administration, Office of the Comptroller of the Currency, and the Office of Thrift Supervision (the Agencies), requested comment on whether the Agencies should consider amending the regulations that implement the privacy provisions of the Gramm-Leach-Bliley Act to allow or require financial institutions to provide alternative types of privacy notices that would be easier for consumers to understand.

**Timetable:**

Action	Date	FR Cite
ANPRM	12/30/03	68 FR 75165
ANPRM Comment Period End	03/29/04	
NPRM	04/00/06	

**Regulatory Flexibility Analysis**

**Required:** No

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rules/concept/34-48966.htm](http://www.sec.gov/rules/concept/34-48966.htm)

**Agency Contact:** Vincent M. Meehan, Office of Regulatory Policy, Division of Investment Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549–0506  
Phone: 202 551–6792

**RIN:** 3235–AJ06

**4182. • DEFINITION OF “ISSUED RATABLY” UNDER SECTION 18(D) OF THE INVESTMENT COMPANY ACT OF 1940**

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

**Unfunded Mandates:** Undetermined

**Legal Authority:** 15 USC 80a et seq; 15 USC 80a–37(a); 15 USC 80a–38

**CFR Citation:** 17 CFR 270.18d–1 (new)

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission propose new Rule 18d-1 under the Investment Company Act that would define the term “issued ratably” under section 18(d) of the Act. The rule would be designed to clarify that a registered investment company does not issue ratably to its shareholders rights to acquire additional shares when, by their terms, the rights do not entitle each owner to exercise the rights and obtain the additional shares.

**Timetable:**

Action	Date	FR Cite
NPRM	11/00/05	

**Regulatory Flexibility Analysis**

**Required:** Undetermined

**Government Levels Affected:**

Undetermined

**Agency Contact:** Eric S. Purple, Division of Investment Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551–6825  
Fax: 202 628–0761

**RIN:** 3235–AJ42

**4183. • INVESTMENT COMPANY DISCLOSURE REFORM**

**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(a); 15 USC 80a–8; 15 USC 80a–22; 15 USC 80a–24(a); 15 USC 80a–24(g); 15 USC 80a–29; 15 USC 80a–37

**CFR Citation:** 17 CFR 239.15A; 17 CFR 274.11A

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission issue a release proposing comprehensive reforms of mutual fund disclosure requirements on Form N-1A, including streamlining the delivery of mutual fund information through increased use of the Internet and other electronic means of delivery.

**Timetable:**

Action	Date	FR Cite
NPRM	09/00/06	

**Regulatory Flexibility Analysis**

**Required:** Undetermined

**Government Levels Affected:**

Undetermined

**Agency Contact:** Christian Lane Broadbent, Division of Investment Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551–6774  
Email: [broadbentc@sec.gov](mailto:broadbentc@sec.gov)

**RIN:** 3235–AJ44

**4184. AMEND FILING REQUIREMENTS FOR FORM N-SAR, SEMIANNUAL REPORT OF REGISTERED INVESTMENT COMPANIES**

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

**Legal Authority:** 15 USC 78 et seq; 15 USC 80a–1 et seq

**CFR Citation:** 17 CFR 249.330; 17 CFR 274.101

**Legal Deadline:** None

**Abstract:** The Division is considering whether to recommend that the Commission amend the information filed on Form N-SAR, the semiannual report for registered investment companies, to incorporate series and class (contract) identifiers and to make other software related improvements.

**Timetable:**

Action	Date	FR Cite
NPRM	11/00/05	

**Regulatory Flexibility Analysis**

**Required:** Undetermined

**Government Levels Affected:**

Undetermined

**Agency Contact:** Ruth Armfield Sanders, Senior Special Counsel, Division of Investment Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551–6960

**RIN:** 3235–AF93

**4185. 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

## SEC—Division of Investment Management

## Proposed Rule Stage

**Legal Deadline:** None

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

**Timetable:**

Action	Date	FR Cite
NPRM	11/00/05	

**Regulatory Flexibility Analysis Required:** Undetermined

**Government Levels Affected:** Undetermined

**Agency Contact:** Catherine E. Marshall, Office of Investment Adviser Regulation, Division of Investment

Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-6786  
Email: marshallc@sec.gov

**RIN:** 3235-AH33

## Securities and Exchange Commission (SEC)

## Final Rule Stage

## Division of Investment Management

**4186. CERTAIN THRIFT INSTITUTIONS DEEMED NOT TO BE INVESTMENT ADVISERS**

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

**Legal Authority:** 15 USC 80b-2(a)(11)(F)

**CFR Citation:** 17 CFR 275

**Legal Deadline:** None

**Abstract:** The Commission proposed excepting from the definition of investment adviser thrift institutions providing investment advice to certain clients.

**Timetable:**

Action	Date	FR Cite
NPRM	05/07/04	69 FR 25778
NPRM Comment Period End	07/09/04	
Final Action	12/00/05	

**Regulatory Flexibility Analysis Required:** No

**Government Levels Affected:** Undetermined

**URL For More Information:**

[www.sec.gov/rules/proposed/34.49639.htm](http://www.sec.gov/rules/proposed/34.49639.htm)

**Agency Contact:** Jennifer L. Sawin, Office of Investment Adviser Regulation, Division of Investment Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-6787

**RIN:** 3235-AI16

**4187. AMENDMENTS TO FORM ADV**

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

**Legal Authority:** 15 USC 80b-4, 80b-6(4), 80bll(a), 80b-3(c)(1); 15 USC 77s(a); 15 USC 78(a), 78bbb(e)(2); 15 USC 77sss(a); 15 USC 78(s)-37(a)

**CFR Citation:** 17 CFR 275.204-2; 17 CFR 275.204-3; 17 CFR 275.206(4)-4; 17 CFR 279.1

**Legal Deadline:** None

**Abstract:** In 2000, the Commission proposed amendments to Form ADV and related rules to create an electronic filing system for investment advisers and to improve the quality of information that advisers must provide to clients and prospective clients. The Commission adopted amendments to part 1 of Form ADV and the final amendments to part 1 of Form ADV under RIN 3235-AD21. The Commission deferred adoption of the final amendments to part 2 of Form ADV. The Division plans to recommend that the Commission seek further public comment. Final action on amendments to part 2 of the Form ADV (and related rules), if approved by the Commission, will be published under RIN 3235-AI17.

**Timetable:**

Action	Date	FR Cite
NPRM	04/05/00	65 FR 20524
NPRM Comment Period End	06/13/00	
Other	11/00/05	
Final Action	04/00/06	

**Regulatory Flexibility Analysis Required:** Yes

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rules/proposed/34-42620.htm](http://www.sec.gov/rules/proposed/34-42620.htm)

**Agency Contact:** Daniel Seth Kahl, Office of Investment Adviser Regulation, Division of Investment Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-6730

Email: kahld@sec.gov

**Related RIN:** Related to 3235-AD21

**RIN:** 3235-AI17

**4188. FUND OF FUNDS INVESTMENTS**

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

**Legal Authority:** 15 USC 80a-6(c); 15 USC 80a-12(d)(1)(J); 15 USC 80a-37(a)

**CFR Citation:** 17 CFR 12d1-1; 17 CFR 12d1-2; 17 CFR 12d1-3

**Legal Deadline:** None

**Abstract:** The Commission proposed new rules that would (i) allow investment companies to purchase securities issued by money market funds in excess of limits on those investments under the Investment Company Act of 1940 and (ii) alleviate certain investment and other restrictions on investment companies that invest in other investment companies (funds of funds). The Commission also proposed amendments to the forms that investment companies use to register under the Investment Company Act and offer their shares under the Securities Act of 1933. The proposed amendments would require registered funds to disclose the aggregate costs of investing in other funds.

**Timetable:**

Action	Date	FR Cite
NPRM	10/08/03	68 FR 58226
NPRM Comment Period End	12/03/03	
Final Action	11/00/05	

**Regulatory Flexibility Analysis Required:** No

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rules/proposed/33-8297.htm](http://www.sec.gov/rules/proposed/33-8297.htm)

## SEC—Division of Investment Management

## Final Rule Stage

**Agency Contact:** Dalia Osman Blass, Division of Investment Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549-0506  
Phone: 202 551-6792  
**RIN:** 3235-AI30

#### 4189. EXEMPTION FROM SHAREHOLDER APPROVAL FOR CERTAIN SUBADVISORY CONTRACTS

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

**Legal Authority:** 15 USC 80a-6(c)

**CFR Citation:** 17 CFR 270.15a-5; 17 CFR 210.6-07; 17 CFR 274.11A; 17 CFR 240.14a-10

**Legal Deadline:** None

**Abstract:** The Commission proposed a new rule to allow certain types of funds or their investment advisers to enter into subadvisory agreements for investment management services without obtaining shareholder approval.

**Timetable:**

Action	Date	FR Cite
NPRM	10/29/03	68 FR 61720
NPRM Comment Period End	01/08/04	
Final Action	04/00/06	

**Regulatory Flexibility Analysis Required:** No

**Government Levels Affected:** Undetermined

**URL For More Information:**

[www.sec.gov/rules/proposed/33-8372.htm](http://www.sec.gov/rules/proposed/33-8372.htm)

**Agency Contact:** Adam B. Glazer, Office of Regulatory Policy, Division of Investment Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-6792

**RIN:** 3235-AH80

#### 4190. AMENDMENTS TO RULES GOVERNING PRICING OF MUTUAL FUND SHARES

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

**Legal Authority:** 15 USC 80a-22(c); 15 USC 80a-37(a)

**CFR Citation:** 17 CFR 270.22c-1

**Legal Deadline:** None

**Abstract:** The Commission proposed amendments to Rule 22c-1 that would provide that an order to purchase or redeem mutual fund shares would receive the current day's price only if the fund, designated transfer agents, or a registered securities clearing agency receives the order by the time the fund establishes for calculating its net asset value.

**Timetable:**

Action	Date	FR Cite
NPRM	12/17/03	68 FR 70388
NPRM Comment Period End	02/06/04	
Final Action	04/00/06	

**Regulatory Flexibility Analysis Required:** No

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rules/proposed/ic-26288.htm](http://www.sec.gov/rules/proposed/ic-26288.htm)

**Agency Contact:** Adam B. Glazer, Office of Regulatory Policy, Division of Investment Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-6792

**RIN:** 3235-AJ01

#### 4191. DISPOSAL OF CONSUMER REPORT INFORMATION

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

**Legal Authority:** PL 108-159, 117 Stat 1952, 214, 216

**CFR Citation:** 17 CFR 248

**Legal Deadline:** Final, Statutory, September 4, 2004, Rulemaking under section 214. Final, Statutory, December 4, 2004, Rulemaking under section 216.

**Abstract:** Sections 214 and 216 of the Fair and Accurate Credit Transactions Act of 2003 (FACT Act) require the Commission to promulgate rules related to (i) limitations on affiliate marketing, and (ii) the disposal of consumer report information.

The Commission adopted amendments to Regulation S-P to implement the disposal rule, and proposed Regulation S-AM to implement the affiliate marketing provisions. The Division expects to recommend that the Commission adopt proposed Regulation S-AM.

**Timetable:**

Action	Date	FR Cite
NPRM	07/14/04	69 FR 42302
NPRM Comment Period End	08/13/04	
Second NPRM	09/20/04	69 FR 56304
Second NPRM Comment Period End	10/20/04	
Final Rule	12/08/04	69 FR 71322
Final Rule Effective	01/11/05	
Final Action	11/00/05	

**Regulatory Flexibility Analysis Required:** Undetermined

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rules/final/34-50781.pdf](http://www.sec.gov/rules/final/34-50781.pdf)

**Agency Contact:** Vincent Meehan, Division of Investment Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-6792

**RIN:** 3235-AJ24

#### 4192. DEFINITION OF ELIGIBLE PORTFOLIO COMPANY UNDER THE INVESTMENT COMPANY ACT OF 1940

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

**Legal Authority:** 15 USC 80a-2(a)(46)(C)(iv); 15 USC 80a-37(a); 15 USC 80a-6(c)

**CFR Citation:** 17 CFR 270.2a-46; 17 CFR 270.55a-1

**Legal Deadline:** None

**Abstract:** The Commission proposed two new rules under the Investment Company Act to modernize the definition of "eligible portfolio company" by creating a new standard for delineating those companies that do not have ready access to the public capital markets. The rules are designed to realign the definition of eligible investment company in a manner that would promote the flow of capital to small, developing, and financially troubled companies.

**Timetable:**

Action	Date	FR Cite
NPRM	11/08/04	69 FR 64816
NPRM Comment Period End	01/07/05	
Final Action	11/00/05	

**Regulatory Flexibility Analysis Required:** Yes

## SEC—Division of Investment Management

Final Rule Stage

**Small Entities Affected:** Businesses

www.sec.gov/rules/proposed/ic-26647.htm

Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-6840**Government Levels Affected:**  
Undetermined**Agency Contact:** Rochelle Kauffman-Plesset, Office of the Chief Counsel, Division of Investment**RIN:** 3235-AJ31**Securities and Exchange Commission (SEC)  
Division of Investment Management**

Completed Actions

**4193. RULEMAKING FOR EDGAR SYSTEM****Priority:** Substantive, Nonsignificant**Legal Authority:** 15 USC 77f; 15 USC 77g; 15 USC 77h; 15 USC 77j; 15 USC 77s(a); 15 USC 78c; 15 USC 781; 15 USC 78m; 15 USC 78n; 15 USC 78o(d); 15 USC 78w(a); 15 USC 78ll; 15 USC 77sss; 15 USC 79c; 15 USC 79e; 15 USC 79f; 15 USC 79g; 15 USC 79j; 15 USC 79l; 15 USC 79m; 15 USC 79n; 15 USC 79q; 15 USC 79t; 15 USC 80a-8; 15 USC 80a-29; 15 USC 80a-30; 15 USC 80a-37**CFR Citation:** 17 CFR 232.101 to 232.601**Legal Deadline:** None**Abstract:** In connection with the ongoing modernization of the Electronic Data Gathering, Analysis, and Retrieval (EDGAR) system, the Commission amended existing rules and forms to make technical and clarifying corrections and to expand the categories of mandatory electronic filings and to identify series and classes for certain investment company filings.**Timetable:**

Action	Date	FR Cite
NPRM	03/23/04	69 FR 13690
NPRM Comment Period End	05/24/04	
Final Action	07/27/05	70 FR 43558
Final Action Effective	09/15/05	

**Regulatory Flexibility Analysis Required:** No**Government Levels Affected:** None**URL For More Information:**  
www.sec.gov/rules/final/33-8590.pdf**Agency Contact:** Ruth Armfield Sanders, Senior Special Counsel, Division of Investment Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-6960**RIN:** 3235-AI18**4194. PUHCA: EXEMPTION FOR CERTAIN ACQUISITIONS OF FOREIGN UTILITY COMPANIES; SUBSIDIARIES AUTHORIZED TO PERFORM SERVICES OR CONSTRUCTION OR TO SELL GOODS****Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.**Legal Authority:** 15 USC 79e; 15 USC 79f(b); 15 USC 79i(c)(3); 15 USC 79t; 15 USC 79z-5a; 15 USC 79z-5b; 15 USC 79; 15 USC 79j; 15 USC 79l; 15 USC 79m; 15 USC 79n; 15 USC 79o**CFR Citation:** 17 CFR 250.55 (New); 17 CFR 250.87 (Revision); 17 CFR 259.56 (Revision); 17 CFR 259.207 (Revision)**Legal Deadline:** None**Abstract:** Proposed Rule 55 under the Public Utility Holding Company Act would have provided a safe harbor for those acquisitions of one or more foreign utility companies by a registered holding company that meet specified criteria. Proposed Rule 56, previously considered in RIN 3235-AF79, would have clarified that a subsidiary of a registered holding company that is engaged exclusively in the business of owning an interest in one or more foreign utility companies would be deemed a foreign utility company. The proposed amendment to Rule 87 would have required registered holding companies to obtain Commission approval of intrasystem agreements involving foreign utility companies and exempt wholesale generators.

These proposals are being withdrawn from the Unified Agenda because of the repeal of the Public Utility Holding Company Act, effective February 8, 2006.

**Timetable:**

Action	Date	FR Cite
NPRM	03/15/93	58 FR 13719
NPRM Comment Period End	04/14/93	
Second NPRM	02/07/01	66 FR 9247

Action	Date	FR Cite
Second NPRM Comment Period End	04/09/01	
Withdrawn	10/01/05	

**Regulatory Flexibility Analysis Required:** No**Small Entities Affected:** No**Government Levels Affected:** None**URL For More Information:**  
www.sec.gov/rules/proposed/35-27342.htm**Agency Contact:** Victoria J. Adraktas, Office of Public Utility Regulation, Division of Investment Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-6944  
Email: adraktasv@sec.gov**Related RIN:** Related to 3235-AF79**RIN:** 3235-AF78**4195. REGIONAL TRANSMISSION ORGANIZATIONS AND INDEPENDENT TRANSMISSION COMPANIES****Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.**Legal Authority:** 15 USC 79c**CFR Citation:** 17 CFR 250.18; 17 CFR 250.40; 17 CFR 250.44; 17 CFR 250.6**Legal Deadline:** None**Abstract:** The Division was considering recommending a proposal to the Commission to deem an "independent transmission company" as defined by the rule not to be a "subsidiary," "company," or "affiliate" of a registered holding company for purposes of the Public Utility Holding Company. The rule was intended to facilitate the Federal Energy Regulatory Commission's Order No. 2000, Regional Transmission Organizations.

This matter is being withdrawn from the Unified Agenda because of the repeal of the Public Utility Holding

## SEC—Division of Investment Management

## Completed Actions

Company Act, effective February 8, 2006.

**Timetable:**

Action	Date	FR Cite
Withdrawn	10/01/05	

**Regulatory Flexibility Analysis**

**Required:** No

**Small Entities Affected:** No

**Government Levels Affected:** None

**Agency Contact:** Victoria J. Adraktas, Office of Public Utility Regulation, Division of Investment Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-6944  
Email: adraktasv@sec.gov

**RIN:** 3235-AI27

**4196. EXEMPTIONS FROM SECTION 17(C) OF THE PUBLIC UTILITY HOLDING COMPANY ACT REGARDING OFFICERS AND DIRECTORS OF REGISTERED HOLDING COMPANIES**

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

**Legal Authority:** 15 USC 79q(c)

**CFR Citation:** 17 CFR 250.70

**Legal Deadline:** None

**Abstract:** The Division was considering recommending that the Commission

propose revisions to existing Rule 70 under the Public Utility Holding Company Act to update the exemptions to reflect current industry conditions.

This matter is being withdrawn from the Unified Agenda because of the repeal of the Public Utility Holding Company Act, effective February 8, 2006.

**Timetable:**

Action	Date	FR Cite
Withdrawn	10/01/05	

**Regulatory Flexibility Analysis**

**Required:** No

**Small Entities Affected:** No

**Government Levels Affected:** None

**Agency Contact:** David B. Smith, Office of Public Utility Regulation, Division of Investment Management, Securities and Exchange Commission, 100 F Steet NE, Washington, DC 20549  
Phone: 202 551-6944

**RIN:** 3235-AI59

**4197. EXEMPTION OF HOLDING COMPANIES WHICH ARE INTRASTATE OR PREDOMINANTLY OPERATING COMPANIES**

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

**Legal Authority:** 15 USC 79c

**CFR Citation:** None

**Legal Deadline:** None

**Abstract:** The Division was considering recommending that the Commission propose an amendment to Form U-3A-2 under Rule 2 under the Public Utility Holding Company Act to determine the exempt status of certain holding companies.

This matter is being withdrawn from the Unified Agenda because of the repeal of the Public Utility Holding Company Act, effective February 8, 2006.

**Timetable:**

Action	Date	FR Cite
Withdrawn	10/01/05	

**Regulatory Flexibility Analysis**

**Required:** No

**Government Levels Affected:** Undetermined

**Federalism:** Undetermined

**Agency Contact:** Victoria J. Adraktas, Office of Public Utility Regulation, Division of Investment Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-6944  
Email: adraktasv@sec.gov

**RIN:** 3235-AJ35

## Securities and Exchange Commission (SEC)

## Proposed Rule Stage

## Division of Market Regulation

**4198. 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 comment, 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 Division plans to recommend that the Commission propose final rules replacing the temporary rules.

**Timetable:**

Action	Date	FR Cite
NPRM	05/00/06	

**Regulatory Flexibility Analysis**

**Required:** Undetermined

**Government Levels Affected:** None

**Agency Contact:** Thomas K. McGowan, Office of Risk Management, Division of Market Regulation, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-5520

**RIN:** 3235-AH06

**4199. REGISTRATION REQUIREMENTS FOR BANKS ACTING AS BROKERS OR DEALERS IN SECURITY FUTURES PRODUCTS**

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

**Legal Authority:** 15 USC 78o(i)

**CFR Citation:** Not Yet Determined

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission propose Rule 15i-1, which would apply the broker-dealer registration requirements of the Exchange Act to banks that act as brokers or dealers in security futures products.

## SEC—Division of Market Regulation

## Proposed Rule Stage

**Timetable:**

Action	Date	FR Cite
NPRM	04/00/06	

**Regulatory Flexibility Analysis Required:** Undetermined**Government Levels Affected:** None

**Agency Contact:** Linda Stamp Sundberg, Division of Market Regulation, Securities and Exchange Commission, 100 F Street NW, Washington, DC 20549  
Phone: 202 551-5579  
Fax: 202 772-9270

**RIN:** 3235-AI83**4200. • MUNICIPAL SECURITIES DISCLOSURE**

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

**Legal Authority:** Not Yet Determined**CFR Citation:** 17 CFR 240**Legal Deadline:** None

**Abstract:** The Division is planning to recommend that the Commission amend section 240.15c-12 under section 15 of the Exchange Act, as amended, to delete the reference to the Municipal Securities Rulemaking Board (MSRB) as a recipient of material event notices filed by municipal securities issuers.

**Timetable:**

Action	Date	FR Cite
NPRM	10/00/05	

**Regulatory Flexibility Analysis Required:** Undetermined**Government Levels Affected:** Local, State, Tribal

**Agency Contact:** Martha Mahan Haines, Chief, Office of Municipal Securities, Division of Market Regulation, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-5681  
Fax: 202 772-9275  
Email: hainesm@sec.gov

**RIN:** 3235-AJ41**4201. • AMENDMENTS TO FINANCIAL RESPONSIBILITY RULES FOR BROKER-DEALERS**

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

**Legal Authority:** 15 USC 78o(c); 15 USC 78q(a)**CFR Citation:** 17 CFR 15c3-1; 17 CFR 15c3-3; 17 CFR 240.17a-3; 17 CFR 240.17a-4; 17 CFR 17a-11**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission propose amendments to the broker-dealer financial responsibility rules, including the net capital rule (Rule 15c3-1), the customer protection rule (Rule 15c3-3), the books and records rules (Rules 17a-3 and 17a-4), and the notification rule (Rule 17a-11).

Together, these rules require broker dealers to (1) maintain specified levels of liquid assets, (2) create reserves for amounts owed to customers, (3) maintain possession or control of customer fully paid and excess margin securities, (4) make and maintain books and records, and (5) provide regulators, if necessary, with notices of extreme events.

The amendments under consideration would facilitate the use of cross-margining of certain customer accounts; reduce certain capital charges in Rule 15c3-1 to better align the requirement with the risk; and generally strengthen the financial responsibility rules in certain areas.

**Timetable:**

Action	Date	FR Cite
NPRM	10/00/05	

**Regulatory Flexibility Analysis Required:** Undetermined**Government Levels Affected:** Undetermined

**Agency Contact:** Randall Roy, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-5522

**RIN:** 3235-AJ48**4202. CONCEPT RELEASE CONCERNING SELF-REGULATION**

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

**Legal Authority:** 15 USC 78f; 15 USC 78o-3; 15 USC 78s**CFR Citation:** None**Legal Deadline:** None

**Abstract:** The Commission issued a concept release on SRO structure to solicit public comment on a wide range of issues related to the efficacy of the SRO system.

**Timetable:**

Action	Date	FR Cite
ANPRM	12/08/04	69 FR 71256
ANPRM Comment Period End	03/08/05	
NPRM	04/00/06	

**Regulatory Flexibility Analysis Required:** Undetermined**Government Levels Affected:** Undetermined

**URL For More Information:** [www.sec.gov/rules/concept/34-50700.htm](http://www.sec.gov/rules/concept/34-50700.htm)

**Agency Contact:** Nancy J. Sanow, Office of Market Supervision, Division of Market Regulation, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-5621  
Fax: 202 772-9275  
Email: sanown@sec.gov

**RIN:** 3235-AJ36**4203. PROCESSING OF REORGANIZATION EVENTS, TENDER OFFERS, AND EXCHANGE OFFERS**

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

**Legal Authority:** 15 USC 78b; 15 USC 78k-1(a)(1)(B); 15 USC 78n(d)(4); 15 USC 78o(c)(3); 15 USC 78o(c)(6); 15 USC 78q-1(a); 15 USC 78q-1(d)(1); 15 USC 78w(a)**CFR Citation:** 17 CFR 240.17Ad-14**Legal Deadline:** None

**Abstract:** The Commission proposed amendments to Rule 17Ad-14 under the Securities Exchange Act of 1934. The amendments would require the establishment of book-entry accounts in connection with reorganization events and would provide securities



## SEC—Division of Market Regulation

## Proposed Rule Stage

depositories within 3 business days after the expiration of a tender offer, exchange offer, or reorganization event in which to deliver physical securities certificates to the agents.

**Timetable:**

Action	Date	FR Cite
NPRM	09/04/98	63 FR 47209
NPRM Comment Period End	11/03/98	
Second NPRM	11/00/05	

**Regulatory Flexibility Analysis**

**Required:** Yes

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rules/proposed/34-40386.htm](http://www.sec.gov/rules/proposed/34-40386.htm)

**Agency Contact:** Matthew Landon, Special Counsel, Division of Market Regulation, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549-1001  
Phone: 202 551-5716  
Fax: 202 772-9270  
Email: [landonm@sec.gov](mailto:landonm@sec.gov)

**RIN:** 3235-AH53

**4204. PUBLICATION OR SUBMISSION 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 and manipulation in the microcap securities market, the Commission proposed amendments to Rule 15c2-11. These amendments would limit the Rule's piggyback provision and increase public availability of issuer information. The amendments would modestly expand the information review requirements for non-reporting issuers and the documentation required for significant relationships between the broker-dealer and the issuer of the security to be quoted. Finally, the amendments would exclude from the rule securities of larger, more liquid issuers.

**Timetable:**

Action	Date	FR Cite
NPRM	02/25/98	63 FR 9661
NPRM Comment Period End	04/27/98	
Second NPRM	03/08/99	64 FR 11124
Second NPRM Comment Period End	04/07/99	
Second NPRM Comment Period Extended to	04/14/99	64 FR 18393
NPRM	03/00/06	

**Regulatory Flexibility Analysis**

**Required:** Yes

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rules/proposal/34-41110.htm](http://www.sec.gov/rules/proposal/34-41110.htm)

**Agency Contact:** James A. Brigagliano, Assistant Director, Office of Risk Management, Division of Market Regulation, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-5720

**RIN:** 3235-AH40

## Securities and Exchange Commission (SEC)

## Final Rule Stage

## Division of Market Regulation

**4205. REGULATION B**

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

**Unfunded Mandates:** Undetermined

**Legal Authority:** 15 USC 77g; 15 USC 77q(a); 15 USC 77s(a); 15 USC 78b; 15 USC 78c; 15 USC 78g(c)(2); 15 USC 78i(a); 15 USC 78j; 15 USC 78k-1(c); 15 USC 78l; 15 USC 78m; 15 USC 78n; 15 USC 78o(b); 15 USC 78o(c); 15 USC 78o(g); 15 USC 78q(a); 15 USC 78q(b); 15 USC 78q(h); 15 USC 78w(a); 15 USC 78dd-1; 15 USC 78mm; 15 USC 80a-23; 15 USC 80a-29; 15 USC 80a-37

**CFR Citation:** 17 CFR 242.710 to 242.781

**Legal Deadline:** None

**Abstract:** The Commission proposed Regulation B, which would grant new exemptions for banks from the definition of the term "broker" and broaden a number of existing exemptions already available to banks,

savings associations, and savings banks that effect transactions in securities.

**Timetable:**

Action	Date	FR Cite
NPRM	06/30/04	69 FR 39682
NPRM Comment Period Extended	07/28/04	69 FR 44988
NPRM Comment Period End	09/01/04	
Final Action	02/00/06	

**Regulatory Flexibility Analysis**

**Required:** Yes

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rules/proposed/34-49879.htm](http://www.sec.gov/rules/proposed/34-49879.htm)

**Agency Contact:** Linda Stamp Sundberg, Division of Market Regulation, Securities and Exchange Commission, 100 F Street NW, Washington, DC 20549  
Phone: 202 551-5579

Fax: 202 772-9270

**Related RIN:** Related to 3235-AI19

**RIN:** 3235-AJ28

**4206. RULE 15C2-2: CONFIRMATION OF TRANSACTIONS IN OPEN-END MANAGEMENT INVESTMENT COMPANY SHARES, UNIT INVESTMENT TRUST INTERESTS, AND MUNICIPAL FUND SECURITIES USED FOR EDUCATION SAVINGS**

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

**Legal Authority:** 15 USC 78j; 15 USC 78k; 15 USC 78o; 15 USC 78q; 15 USC 78w(a); 15 USC 78mm

**CFR Citation:** 17 CFR 240.15c2-2; 17 CFR 240.15c2-3; 17 CFR 240.10b-10

**Legal Deadline:** None

**Abstract:** The Commission proposed new Rules 15c2-2 and 15c2-3 under the Exchange Act, together with accompanying Schedules 15C and 15D. The Commission also proposed related

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amendments to Rule 10b-10. Proposed Rules 15c2-2 and 15c2-3 and Schedules 15C and 15D would provide for improved confirmation and pre-transaction “point of sale” disclosure of distribution costs and conflicts of interest associated with transactions in mutual funds, municipal fund securities, and unit investment trusts. The amendments to Rule 10b-10 in part would reflect the new rules and would provide improved confirmation disclosure about certain callable securities, and also would clarify that the confirmation disclosure requirements do not determine broker-dealer disclosure obligations under other provisions of the law.

**Timetable:**

Action	Date	FR Cite
NPRM	02/10/04	69 FR 6438
NPRM Comment Period End	04/12/04	
NPRM Comment Period Extended	03/04/05	70 FR 10521
NPRM Comment Period End	04/04/05	
Final Action	05/00/06	

**Regulatory Flexibility Analysis****Required:** Yes**Small Entities Affected:** Businesses**Government Levels Affected:** None**URL For More Information:**

[www.sec.gov/rules/proposed/33-8544.htm](http://www.sec.gov/rules/proposed/33-8544.htm)

**Agency Contact:** Joshua Kans, Office of Market Supervision, Division of Market Regulation, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-5590  
Fax: 202 772-9270  
Email: kansj@sec.gov

**Related RIN:** Related to 3235-AJ12, Related to 3235-AJ13, Related to 3235-AJ14

**RIN:** 3235-AJ11

**4207. RULE 15C2-3: POINT-OF-SALE DISCLOSURE OF PURCHASES IN OPEN-END MANAGEMENT INVESTMENT COMPANY SHARES, UNIT INVESTMENT TRUST INTERESTS, AND MUNICIPAL FUND SECURITIES USED FOR EDUCATION SAVINGS**

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

**Legal Authority:** 15 USC 78j; 15 USC 78k; 15 USC 78o; 15 USC 78q; 15 USC 78w(a); 15 USC 78mm

**CFR Citation:** 17 CFR 240.15c2-2; 17 CFR 240.15c2-3; 17 CFR 240.10b-10

**Legal Deadline:** None

**Abstract:** The Commission proposed new Rules 15c2-2 and 15c2-3 under the Exchange Act, together with accompanying Schedules 15C and 15D. The Commission also proposed related amendments to Rule 10b-10. Proposed Rules 15c2-2 and 15c2-3 and Schedules 15C and 15D would provide for improved confirmation and pre-transaction “point of sale” disclosure of distribution costs and conflicts of interest associated with transactions in mutual funds, municipal fund securities, and unit investment trusts. The amendments to Rule 10b-10 in part would reflect the new rules and would provide improved confirmation disclosure about certain callable securities, and also would clarify that the confirmation disclosure requirements do not determine broker-dealer disclosure obligations under other provisions of the law.

**Timetable:**

Action	Date	FR Cite
NPRM	02/10/04	69 FR 6438
NPRM Comment Period End	04/12/04	
NPRM Comment Period Extended	03/04/05	70 FR 10521
NPRM Comment Period End	04/04/05	
Final Action	05/00/06	

**Regulatory Flexibility Analysis****Required:** Yes**Small Entities Affected:** Businesses**Government Levels Affected:** None**URL For More Information:**

[www.sec.gov/rules/proposed/33-8544.htm](http://www.sec.gov/rules/proposed/33-8544.htm)

**Agency Contact:** Joshua Kans, Office of Market Supervision, Division of Market Regulation, Securities and

Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-5590  
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Email: kansj@sec.gov

**Related RIN:** Related to 3235-AJ11, Related to 3235-AJ13, Related to 3235-AJ14

**RIN:** 3235-AJ12

**4208. RULE 15C-100: SCHEDULE 15C**

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

**Legal Authority:** 15 USC 78j; 15 USC 78k; 15 USC 78o; 15 USC 78q; 15 USC 78w(a); 15 USC 78mm

**CFR Citation:** 17 CFR 240.15c2-2; 17 CFR 240.15c2-3; 17 CFR 240.10b-10

**Legal Deadline:** None

**Abstract:** The Commission proposed new Rules 15c2-2 and 15c2-3 under the Exchange Act, together with accompanying Schedules 15C and 15D. The Commission also proposed related amendments to Rule 10b-10. Proposed Rules 15c2-2 and 15c2-3 and Schedules 15C and 15D would provide for improved confirmation and pre-transaction “point of sale” disclosure of distribution costs and conflicts of interest associated with transactions in mutual funds, municipal fund securities, and unit investment trusts. The amendments to Rule 10b-10 in part would reflect the new rules and would provide improved confirmation disclosure about certain callable securities, and also would clarify that the confirmation disclosure requirements do not determine broker-dealer disclosure obligations under other provisions of the law.

**Timetable:**

Action	Date	FR Cite
NPRM	02/10/04	69 FR 6438
NPRM Comment Period End	04/12/04	
NPRM Comment Period Extended	03/04/05	70 FR 10521
NPRM Comment Period End	04/04/05	
Final Action	05/00/06	

**Regulatory Flexibility Analysis****Required:** Yes**Small Entities Affected:** Businesses**Government Levels Affected:** None**URL For More Information:**

## SEC—Division of Market Regulation

## Final Rule Stage

www.sec.gov/rules/proposed/33-8544.htm

**Agency Contact:** Joshua Kans, Office of Market Supervision, Division of Market Regulation, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-5590  
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Email: kansj@sec.gov

**Related RIN:** Related to 3235-AJ11, Related to 3235-AJ12, Related to 3235-AJ14

**RIN:** 3235-AJ13

**4209. RULE 15C-101: SCHEDULE 15D**

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

**Legal Authority:** 15 USC 78j; 15 USC 78k; 15 USC 78o; 15 USC 78q; 15 USC 78w(a); 15 USC 78mm

**CFR Citation:** 17 CFR 240.15c2-2; 17 CFR 240.15c2-3; 17 CFR 240.10b-10

**Legal Deadline:** None

**Abstract:** The Commission proposed new Rules 15c2-2 and 15c2-3 under the Exchange Act, together with accompanying Schedules 15C and 15D. The Commission also proposed related amendments to Rule 10b-10. Proposed Rules 15c2-2 and 15c2-3 and Schedules 15C and 15D would provide for improved confirmation and pre-transaction “point of sale” disclosure of distribution costs and conflicts of interest associated with transactions in mutual funds, municipal fund securities, and unit investment trusts. The amendments to Rule 10b-10 in part would reflect the new rules and would provide improved confirmation disclosure about certain callable securities, and also would clarify that the confirmation disclosure requirements do not determine broker-dealer disclosure obligations under provisions of the law.

**Timetable:**

Action	Date	FR Cite
NPRM	02/10/04	69 FR 6438
NPRM Comment Period End	04/12/04	
NPRM Comment Period Extended	03/04/05	70 FR 10521
NPRM Comment Period End	04/04/05	
Final Action	05/00/06	

**Regulatory Flexibility Analysis**

**Required:** Yes

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**URL For More Information:**

www.sec.gov/rules/proposed/33-8544.htm

**Agency Contact:** Joshua Kans, Office of Market Supervision, Division of Market Regulation, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-5590  
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**Related RIN:** Related to 3235-AJ11, Related to 3235-AJ12, Related to 3235-AJ13

**RIN:** 3235-AJ14

**4210. FAIR ADMINISTRATION AND GOVERNANCE OF SELF-REGULATORY ORGANIZATIONS**

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

**Legal Authority:** 15 USC 78c; 15 USC 78o-3; 15 USC 78q; 15 USC 78w

**CFR Citation:** Not Yet Determined

**Legal Deadline:** None

**Abstract:** The Commission proposed new rules and amendments to existing rules and forms under the Securities Exchange Act. The proposals pertain to the oversight and operation of self-regulatory organizations (SROs) that are national securities exchanges or a national securities association. The new rules would strengthen the governance and administration of national securities exchanges and national securities associations. In addition, the proposal includes amendments to SEC forms for registration as a national securities exchange or national securities association to require that those SROs include specified information relating to their governance, regulatory programs, financial statements, and ownership structure. Further, the Commission proposed a new rule to require exchanges and associations to submit quarterly and annual electronic reports on particular aspects of their regulatory programs. Finally, the proposal would impose certain checks on the heightened potential conflicts that arise with demutualized SROs relating to the “self-listing” of the SRO’s or affiliate’s stock, but not otherwise seek to

regulate controlling shareholders of an SRO.

**Timetable:**

Action	Date	FR Cite
NPRM	12/08/04	69 FR 71126
NPRM Comment Period End	01/24/05	
NPRM Comment Period Extended	01/18/05	70 FR 2829
NPRM Comment Period End	03/08/05	
Final Action	12/00/05	

**Regulatory Flexibility Analysis**

**Required:** No

**Government Levels Affected:**

Undetermined

**URL For More Information:**

http://www.sec.gov/rules/proposed/34-50699.html

**Agency Contact:** Susie Cho, Office of Market Supervision, Division of Market Regulation, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-5639  
Fax: 202 772-9275  
Email: chos@sec.gov

**RIN:** 3235-AJ33

**4211. DEFINITION OF 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 published for comment a proposed new rule under the Exchange Act which would define the term “nationally recognized statistical rating organization” (“NRSRO”). The proposed definition contains three components that must each be met in order for a credit rating agency to be an NRSRO. In the release, the Commission also provided interpretations of the proposed definition of NRSRO. The comment period for the rule proposal closed on June 9, 2005; thirty comment letters were received.

**Timetable:**

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

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## Final Rule Stage

Action	Date	FR Cite
ANPRM	06/12/03	68 FR 35258
ANPRM Comment Period End	07/28/03	
NPRM	04/25/05	70 FR 21306
NPRM Comment Period End	06/09/05	
Final Action	05/00/06	

**Regulatory Flexibility Analysis Required:** Undetermined

**Government Levels Affected:** None

**Additional Information:** This proposal was based in part on comments received in response to a concept release (RIN 3235-AG41; 59 FR 46314), which is now combined in this rulemaking.

**URL For More Information:**

[www.sec.gov/rules/proposed/33-8570.pdf](http://www.sec.gov/rules/proposed/33-8570.pdf)

**Agency Contact:** Rachel Grad, Office of Financial Responsibility, Division of Market Regulation, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
Phone: 202 551-5543  
Fax: 202 772-9273

**Related RIN:** Related to 3235-AG41

**RIN:** 3235-AH28

**4212. AMENDMENTS TO REGULATION M: ANTI-MANIPULATION RULES CONCERNING SECURITIES OFFERINGS**

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

**Legal Authority:** 15 USC 77g; 15 USC 77a(a); 15 USC 77s(a); 15 USC 78b; 15 USC 78c; 15 USC 78g(c)(2); 15 USC 78i(a); 15 USC 78j; 15 USC 78k-1(c); 15 USC 78l; 15 USC 78m; 15 USC 78n; 15 USC 78o(b); 15 USC 78(o)(c); 15 USC 78o(g); 15 USC 78q(a); 15 USC 78q(b); 15 USC 78q(h); 15 USC 78w(a); 15 USC 78dd-1; 15 USC 78mm; 15 USC 80a-23; 15 USC 80a-29; 15 USC 80a-37

**CFR Citation:** 17 CFR 242.100; 17 CFR 242.101; 17 CFR 242.102; 17 CFR 242.103; 17 CFR 242.104; 17 CFR 105

**Legal Deadline:** None

**Abstract:** In order to prohibit certain activities by underwriters and other distribution participants that can undermine the integrity and fairness of the offering process, particularly with respect to allocation of offered securities, the Commission proposed amendments to Regulation M. The proposal seeks to enhance the transparency of syndicate covering bids

and prohibit the use of penalty bids. The amendments are also intended to update certain definitional and operational provisions in light of market developments since Regulation M's adoption.

**Timetable:**

Action	Date	FR Cite
NPRM	12/17/04	69 FR 75774
NPRM Comment Period End	02/15/05	
Final Action	12/00/05	

**Regulatory Flexibility Analysis Required:** Undetermined

**Government Levels Affected:** Undetermined

**URL For More Information:**

<http://www.sec.gov/rules/proposed/33-8511.html>

**Agency Contact:** James A. Brigagliano, Assistant Director, Office of Risk Management, Division of Market Regulation, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549  
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**Related RIN:** Related to 3235-AJ00, Related to 3235-AF54

**RIN:** 3235-AJ37

## Securities and Exchange Commission (SEC)

## Long-Term Actions

## Division of Market Regulation

**4213. REQUEST FOR COMMENT ON THE REGULATION OF NASDAQ PETITION RELATING TO NASDAQ LISTED SECURITIES**

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

**Unfunded Mandates:** Undetermined

**Legal Authority:** 15 USC 78f(b)(1); 15 USC 78o-3(b)(2); 15 USC 78F(b)(5); 15 USC 78f(b)(8); 15 USC 78o-3(b)(6); 15 USC 78o-3(b)(9)

**CFR Citation:** Not Yet Determined

**Legal Deadline:** None

**Abstract:** The Commission requested comment on a petition submitted by the NASDAQ Stock Market, Inc. concerning the regulation of NASDAQ-listed securities. Specifically, NASDAQ requested that the Commission amend the rules of all markets that trade

NASDAQ-listed securities to establish uniform trading rules, and to ensure equal surveillance and enforcement of those rules; order that the exchanges' costs of regulation, including costs associated with proper data collection, surveillance, and enforcement, be aggregated and deducted from the market data revenue collected pursuant to the NASDAQ Unlisted Trading Privileges Plan; and prohibit the launch or continuation of NASDAQ trading by any market that fails to protect investors as required under the Securities Exchange Act of 1934. In addition, the Commission requested comment on whether the same actions would be appropriate for the regulation and trading of exchange-listed securities.

**Timetable:**

Action	Date	FR Cite
ANPRM	05/20/03	68 FR 27722

Action	Date	FR Cite
ANPRM Comment Period End	06/19/03	
Next Action	Undetermined	

**Regulatory Flexibility Analysis Required:** Undetermined

**Government Levels Affected:** Undetermined

**URL For More Information:**

[www.sec.gov/rules/concept/34-47849.htm](http://www.sec.gov/rules/concept/34-47849.htm)

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**RIN:** 3235-AI86

## SEC—Division of Market Regulation

## Long-Term Actions

**4214. CONCEPT RELEASE:  
COMPETITIVE DEVELOPMENTS IN  
THE OPTIONS MARKETS**

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

**Legal Authority:** Not Yet Determined

**CFR Citation:** Not Yet Determined

**Legal Deadline:** None

**Abstract:** The Commission published a concept release discussing changes in the U.S. options market since the start of widespread multiple trading of options in 1999 that have had the greatest impact on competition. The

release sought comment on, among other things, the impact on the marketplace of payment for order flow, specialist guarantees, and internalization; whether the Commission should extend Exchange Act Rules 11Ac1-4 and 11Ac1-5 to the options markets; and whether options should be quoted in penny increments.

**Timetable:**

Action	Date	FR Cite
ANPRM	02/09/04	69 FR 6124
ANPRM Comment Period End	04/09/04	
NPRM	To Be	Determined

**Regulatory Flexibility Analysis  
Required:** No

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rules/concept/34-49175.htm](http://www.sec.gov/rules/concept/34-49175.htm)

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**RIN:** 3235-AJ15

**Securities and Exchange Commission (SEC)  
Division of Market Regulation**

## Completed Actions

**4215. REGULATION NMS**

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

**Legal Authority:** 15 USC 78b ; 15 USC 78c(b); 15 USC 78e; 15 USC 78f; 15 USC 78k-1; 15 USC 78o; 15 USC 78e-3; 15 USC 78q(a); 15 USC 78q(b); 15 USC 78s; 15 USC 78w(a); 15 USC 78mm

**CFR Citation:** 17 CFR

240.11Aa3-2(c)(i); 17 CFR 240.600-612 (new); 17 CFR 240.11a3-1 (revision); 17 CFR 240.11Aa2-1 (repealed); 17 CFR 200.30-3 (revision); 17 CFR 230.144 (revision); 17 CFR 230.13-1 (revision); 17 CFR 240.11Aa2-1 to 11Ae 1-6 (redesignated); 17 CFR 249.001 (revision)

**Legal Deadline:** None

**Abstract:** The Commission adopted Regulation NMS. In addition to redesignating the existing national market system rules adopted under section 11A of the Securities Exchange Act of 1934, Regulation NMS incorporates four substantive proposals that are designed to enhance and modernize the regulatory structure of the U.S. equity markets. First, the rule requires trading centers to establish, maintain, and enforce written policies and procedures reasonably designed to prevent the execution of trades at prices inferior to protected quotations displayed by other trading centers, subject to an applicable exception. Second, the Access Rule requires fair and nondiscriminatory access to quotations, establishes a limit on access fees to harmonize the pricing of

quotations across different trading centers. The Sub-Penny Rule prohibits market participants from accepting, ranking, or displaying orders, quotes, or indications of interest in a pricing increment finer than a penny, except for securities with a share price of below \$1.00. Finally, the Commission amended the Market Data Rules to update the requirements for consolidating, distributing, and displaying market information.

**Timetable:**

Action	Date	FR Cite
NPRM	03/09/04	69 FR 11125
NPRM Comment Period End	05/24/04	
NPRM Comment Period Extended	05/26/04	69 FR 30142
NPRM Comment Period End	06/30/04	
Second NPRM	12/16/04	69 FR 77424
Second NPRM Comment Period End	01/26/05	
Final Action	06/29/05	70 FR 37496
Final Action Effective	08/29/05	

**Regulatory Flexibility Analysis  
Required:** No

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rules/final/34-51808.pdf](http://www.sec.gov/rules/final/34-51808.pdf)

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**RIN:** 3235-AJ18

**4216. SECURITIES TRANSACTIONS  
SETTLEMENT**

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

**Legal Authority:** 15 USC 78q-1

**CFR Citation:** Not Yet Determined

**Legal Deadline:** None

**Abstract:** The Securities and Exchange Commission sought comment on methods to improve the safety and operational efficiency of the U.S. clearance and settlement system and to help the U.S. securities industry achieve straight-through processing. The concept release focused on trade confirmation and affirmation processes, shortening the settlement cycle, and reducing the use of physical securities.

The Division is withdrawing this rulemaking because it does not expect to recommend Commission consideration of the item within the next 12 months, but the Commission may nonetheless consider this item further at some date.

**Timetable:**

Action	Date	FR Cite
ANPRM	03/18/04	69 FR 12922
ANPRM Comment Period End	06/16/04	
Withdrawn	10/01/05	

**Regulatory Flexibility Analysis  
Required:** No

**Government Levels Affected:** Undetermined

**URL For More Information:**

## SEC—Division of Market Regulation

## Completed Actions

www.sec.gov/rules/concept/33-8398.htm

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**RIN:** 3235-AJ19

#### 4217. AMENDMENTS TO THE PENNY STOCK RULES

**Priority:** Substantive, Nonsignificant

**Legal Authority:** 15 USC 78c(a)(51)(B); 15 USC 78c(b); 15 USC 78o(g); 15 USC 78w(a)

**CFR Citation:** 17 CFR 240.15g-2(c); 17 CFR 240.15g-9(e); 17 CFR 240.3a-51A; 17 CFR 240.15g-100

**Legal Deadline:** None

**Abstract:** The Commission amended Rules 15g-2 and 15g-9, the definition of “penny stock” found at Rule 3a51-1 and the penny stock risk disclosure document set forth in Rule 15g-100, to address market changes, evolving communications, and recent legislative developments.

##### Timetable:

Action	Date	FR Cite
NPRM	01/08/04	69 FR 2531
NPRM Comment Period End	03/16/04	
Final Action	07/14/05	70 FR 40614
Final Action Effective	09/12/05	

#### Regulatory Flexibility Analysis Required: No

**Government Levels Affected:** None

##### URL For More Information:

www.sec.gov/rules/final/34-51983.pdf

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**RIN:** 3235-AI02

#### 4218. REMOVAL FROM LISTING AND REGISTRATION OF SECURITIES PURSUANT TO SECTION 12(D) OF THE SECURITIES EXCHANGE ACT OF 1934

**Priority:** Substantive, Nonsignificant

**Legal Authority:** 15 USC 78C; 15 USC 781; 15 USC 78W(a)

**CFR Citation:** 17 CFR 240.12d2-2; 17 CFR 249.25; 17 CFR 240.19d-1

**Legal Deadline:** None

**Abstract:** The Commission streamlined the procedures for removing from listing and from registration, securities under section 12(d) of the Securities Exchange Act of 1934 (Exchange Act). Specifically, the Commission amended Rule 12d2-2 and Form 25, so that the Commission would no longer issue an order to remove a security from listing and registration on a national securities exchange. Instead, all issuers and

national securities exchanges seeking to delist and deregister a security in accordance with the rules of an exchange would file a revised Form 25 with the Commission. The Commission also amended Rule 19d-1 under the Exchange Act to require exchanges to file revised Form 25 as notice to the Commission under section 19(d) of the Exchange Act. Finally, the Commission exempted options and security futures from section 12(d) of the Exchange Act.

##### Timetable:

Action	Date	FR Cite
NPRM	06/22/04	69 FR 34860
NPRM Comment Period End	07/22/04	
Final Action	07/22/05	70 FR 42456
Final Action Effective	08/22/05	

#### Regulatory Flexibility Analysis Required: No

**Government Levels Affected:** None

##### URL For More Information:

www.sec.gov/rules/final/34-51983.pdf

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**RIN:** 3235-AJ04

### Securities and Exchange Commission (SEC) Offices and Other Programs

### Proposed Rule Stage

#### 4219. REGULATION PCAOB

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

**Legal Authority:** 15 USC 77a et seq; 15 USC 78a et seq; 15 USC 79a et seq; 15 USC 7201 et seq

**CFR Citation:** 17 CFR 210

**Legal Deadline:** None

**Abstract:** The Office of the Chief Accountant is considering

recommending that the Commission exercise its authority under the Sarbanes-Oxley Act to propose rules that would establish procedures for the Commission's interim review of PCAOB inspection reports, and other matters of PCAOB oversight.

##### Timetable:

Action	Date	FR Cite
NPRM	12/00/05	

#### Regulatory Flexibility Analysis Required: Undetermined

**Government Levels Affected:** Undetermined

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**RIN:** 3235-AJ34

**Securities and Exchange Commission (SEC)  
Offices and Other Programs**
**Long-Term Actions**
**4220. INTERNATIONAL ACCOUNTING STANDARDS**

**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; 17 CFR 249.220f

**Legal Deadline:** None

**Abstract:** The Commission staff has reviewed comments received in response to a concept release on whether the Commission should recognize accounting standards promulgated by the International Accounting Standards Board for purposes of cross-border offerings and listings by foreign companies. The staff is monitoring the development and implementation of international accounting standards for consideration in drafting appropriate rule proposals and recommendations to the Commission.

**Timetable:**

Action	Date	FR Cite
ANPRM	02/23/00	65 FR 8896
ANPRM Comment Period End	05/23/00	
NPRM	To Be	Determined

**Regulatory Flexibility Analysis Required:** Undetermined

**Government Levels Affected:** Undetermined

**URL For More Information:**  
[www.sec.gov/rules/concept/34-42430.htm](http://www.sec.gov/rules/concept/34-42430.htm)

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**RIN:** 3235-AH65

**4221. IMPLEMENTATION OF STANDARDS OF PROFESSIONAL CONDUCT FOR ATTORNEYS**

**Priority:** Substantive, Nonsignificant

**Legal Authority:** 15 USC 7202, 7245, 7262; 15 USC 77s; 15 USC 78c(b), 78d-3, 78m, 78w; 15 USC 80a-37, 80a-38; 15 USC 80b-11

**CFR Citation:** 17 CFR 205

**Legal Deadline:** Final, Statutory, January 26, 2003.

**Abstract:** The Commission adopted a rule establishing standards of professional conduct for attorneys who appear and practice before the Commission on behalf of issuers in accordance with section 307 of the Sarbanes-Oxley Act 2002. The standards include a rule requiring an attorney to report evidence of a material violation of a securities law or breach of fiduciary duty or similar violation by the issuer up-the-ladder within the company to the chief legal counsel or the chief executive officer of the company (or the equivalent thereof) and, if they do not respond appropriately to the evidence, requiring the attorney to report the evidence to the audit committee, another committee of independent directors, or the full board of directors.

The Commission is still considering the "noisy withdrawal" provisions of the original proposal under which attorneys would be required under certain circumstances to withdraw from representing an issuer and disclose that

fact to the Commission. In the related proposing release, the Commission discusses that part of the original proposal and seeks comment on additional alternatives. Although the Commission has not yet determined the date for the next action in this rulemaking, that does not necessarily mean that the Commission will not act within the next 12 months.

**Timetable:**

Action	Date	FR Cite
NPRM for Professional Standard Rules	12/02/02	67 FR 71670
NPRM Comment Period End	12/18/02	
NPRM for "Noisy Withdrawal" Rule	02/06/03	68 FR 6324
Final Action for Professional Standard Rules	02/06/03	68 FR 6296
NPRM for "Noisy Withdrawal" Rule Comment Period End	04/07/03	
Final Action for Professional Standard Rules Effective	08/05/03	
Final Action on "Noisy Withdrawal" Rule	To Be	Determined

**Regulatory Flexibility Analysis Required:** Undetermined

**Government Levels Affected:** None

**URL For More Information:**  
[www.sec.gov/rules/proposed/33-8185](http://www.sec.gov/rules/proposed/33-8185)

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**RIN:** 3235-AI72

**Securities and Exchange Commission (SEC)  
Offices and Other Programs**
**Completed Actions**
**4222. • AMENDMENT TO RULE 4-01(A) OF REGULATION S-X REGARDING THE COMPLIANCE DATE FOR STATEMENT OF FINANCIAL ACCOUNTING STANDARDS NO. 123 (REVISED 2004), SHARE-BASED PAYMENT**

**Priority:** Substantive, Nonsignificant

**Legal Authority:** 15 USC 77f; 15 USC 77g; 15 USC 77h; 15 USC 77j; 15 USC 77s; 15 USC 77z-2; 15 USC 77z-3; 15 USC 77aa(25); 15 USC 77aa(26); ...

**CFR Citation:** 17 CFR 210.4-01

**Legal Deadline:** None

**Abstract:** The Commission amended the date for compliance with Statement of Financial Accounting Standards No. 123 (revised 2004), Share-Based Payment so that each registrant that is not a small business issuer will be required to prepare financial statements in accordance with Statement 123R beginning with the first interim or annual reporting period of the

registrant's first fiscal year beginning on or after June 15, 2005.

**Timetable:**

Action	Date	FR Cite
Final Action	05/21/05	70 FR 20717
Final Action Effective	05/21/05	

**Regulatory Flexibility Analysis Required:** No

**Small Entities Affected:** No

**Government Levels Affected:** None

**SEC—Offices and Other Programs**

**Completed Actions**

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**Federalism:** Undetermined

**URL For More Information:**

[www.sec.gov/rules/final/33-8568.pdf](http://www.sec.gov/rules/final/33-8568.pdf)

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**RIN:** 3235-AJ39

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