

## **SECURITIES AND EXCHANGE COMMISSION**

### **17 CFR Part 232**

**[Release Nos. 33-9140; 34-62873; 39-2471; IC-29413]**

#### **Adoption of Updated EDGAR Filer Manual**

**AGENCY:** Securities and Exchange Commission.

**ACTION:** Final rule.

**SUMMARY:** The Securities and Exchange Commission (the Commission) is adopting revisions to the Electronic Data Gathering, Analysis, and Retrieval System (EDGAR) Filer Manual to reflect updates to the EDGAR system. The revisions are being made primarily to support the electronic filing of Form N-MFP (Monthly Schedule of Portfolio Holdings of Money Market Funds) and any amendments to the form. The EDGAR system is scheduled to be upgraded to support this functionality on August 30, 2010.

The revisions to the Filer Manual reflect changes within Volume II entitled EDGAR Filer Manual, Volume II: "EDGAR Filing," Version 15 (August 2010). The updated manual will be incorporated by reference into the Code of Federal Regulations.

**EFFECTIVE DATE:** September 15, 2010. The incorporation by reference of the EDGAR Filer Manual is approved by the Director of the Federal Register as of September 15, 2010.

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**FOR FURTHER INFORMATION CONTACT:** In the Division of Investment Management, for questions concerning Form N-MFP (Monthly Schedule of Portfolio Holdings of Money Market Funds) contact Adam Glazer, Senior Counsel, or C. Hunter Jones, Assistant Director of the Office of Regulatory Policy, at (202) 551-6792, for questions concerning Series and Class status, contact Ruth Armfield Sanders, Senior Special Counsel, Office of Legal and Disclosure, at

(202) 551-6989; in the Office of Information Technology, contact Rick Heroux, at (202) 551-8800.

**SUPPLEMENTARY INFORMATION:** We are adopting an updated EDGAR Filer Manual, Volume II. The Filer Manual describes the technical formatting requirements for the preparation and submission of electronic filings through the EDGAR system.<sup>1</sup> It also describes the requirements for filing using EDGARLink<sup>2</sup> and the Online Forms/XML website.

The Filer Manual contains all the technical specifications for filers to submit filings using the EDGAR system. Filers must comply with the applicable provisions of the Filer Manual in order to assure the timely acceptance and processing of filings made in electronic format.<sup>3</sup> Filers may consult the Filer Manual in conjunction with our rules governing mandated electronic filing when preparing documents for electronic submission.<sup>4</sup>

In support of the adoption of new rule 30b1-7 under the Investment Company Act of 1940 and new Form N-MFP, which were included in the Commission's recent money market fund reform package,<sup>5</sup> the EDGAR system will be upgraded to Release 10.3 on August 30, 2010. EDGAR Release 10.3 will deploy new submission types N-MFP and N-MFP/A to facilitate the electronic filing of the new form. Filers must follow the Form N-MFP XML Technical Specification, available at the "Information for EDGAR Filers" web page on the Commission's

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<sup>1</sup> We originally adopted the Filer Manual on April 1, 1993, with an effective date of April 26, 1993. Release No. 33-6986 (April 1, 1993) [58 FR 18638]. We implemented the most recent update to the Filer Manual on April 08, 2010. See Release No. 33-9115 (April 1, 2010) [75 FR 17853].

<sup>2</sup> This is the filer assistance software we provide filers filing on the EDGAR system.

<sup>3</sup> See Rule 301 of Regulation S-T (17 CFR 232.301).

<sup>4</sup> See Release No. 33-9115 (April 1, 2010) [75 FR 17853] in which we implemented EDGAR Release 10.1. For a complete history of Filer Manual rules, please see the cites therein.

<sup>5</sup> See Release No. IC-29132 [75 FR 10060].

public website ([www.sec.gov/info/edgar.shtml](http://www.sec.gov/info/edgar.shtml)), to construct their Form N-MFP and Form N-MFP/A submissions via the EDGAR Filing website (<https://edgarfiling.sec.gov>) or by clicking the “Are you an EDGARLink filer or would you like to create a new Asset-Backed Securities Issuing Entity?” link from the EDGAR Portal website ([www.portal.edgarfiling.sec.gov](http://www.portal.edgarfiling.sec.gov)).

Also being implemented in EDGAR Release 10.3, EDGAR will begin to automatically change the status of a Series or Class to “Inactive” if it has not been updated by filers or referenced in a filing in the past 375 calendar days.

In addition, the EDGAR Filing website, EDGAR Filer Management website and EDGAR OnlineForms website Login pages now will display a message warning the filers that they are about to enter a federal computer website.

The filer manual is also being revised to address a change made previously in EDGAR to disseminate the co-registrant information for all investment company notices and orders issued in connection with 1940 Act applications. Prior to this change, only the primary registrant information was disseminated.

Along with adoption of the Filer Manual, we are amending Rule 301 of Regulation S-T to provide for the incorporation by reference into the Code of Federal Regulations of today’s revisions. This incorporation by reference was approved by the Director of the Federal Register in accordance with 5 U.S.C. 552(a) and 1 CFR Part 51.

You may obtain paper copies of the updated Filer Manual at the following address: Public Reference Room, U.S. Securities and Exchange Commission, 100 F Street, NE, Room 1543, Washington DC 20549, on official business days between the hours of 10:00 am and 3:00 pm. We will post electronic format copies on the Commission’s website; the address for the Filer Manual is <http://www.sec.gov/info/edgar.shtml>.

Since the Filer Manual relates solely to agency procedures or practice, publication for notice and comment is not required under the Administrative Procedure Act (APA).<sup>6</sup> It follows that the requirements of the Regulatory Flexibility Act<sup>7</sup> do not apply.

The effective date for the updated Filer Manual and the rule amendments is September 15, 2010. In accordance with the APA,<sup>8</sup> we find that there is good cause to establish an effective date less than 30 days after publication of these rules. The EDGAR system upgrade to Release 10.3 is scheduled to become available on August 30, 2010. The Commission believes that establishing an effective date less than 30 days after publication of these rules is necessary to coordinate the effectiveness of the updated Filer Manual with the system upgrade.

#### Statutory Basis

We are adopting the amendments to Regulation S-T under Sections 6, 7, 8, 10, and 19(a) of the Securities Act of 1933,<sup>9</sup> Sections 3, 12, 13, 14, 15, 23, and 35A of the Securities Exchange Act of 1934,<sup>10</sup> Section 319 of the Trust Indenture Act of 1939,<sup>11</sup> and Sections 8, 30, 31, and 38 of the Investment Company Act of 1940.<sup>12</sup>

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<sup>6</sup> 5 U.S.C. 553(b).

<sup>7</sup> 5 U.S.C. 601- 612.

<sup>8</sup> 5 U.S.C. 553(d)(3).

<sup>9</sup> 15 U.S.C. 77f, 77g, 77h, 77j, and 77s(a).

<sup>10</sup> 15 U.S.C. 78c, 78l, 78m, 78n, 78o, 78w, and 78ll.

<sup>11</sup> 15 U.S.C. 77sss.

<sup>12</sup> 15 U.S.C. 80a-8, 80a-29, 80a-30, and 80a-37.

List of Subjects in 17 CFR Part 232

Incorporation by reference, Reporting and recordkeeping requirements, Securities.

TEXT OF THE AMENDMENT

In accordance with the foregoing, Title 17, Chapter II of the Code of Federal Regulations is amended as follows:

**PART 232 - REGULATION S-T—GENERAL RULES AND REGULATIONS FOR ELECTRONIC FILINGS**

1. The authority citation for Part 232 continues to read in part as follows:

Authority: 15 U.S.C. 77f, 77g, 77h, 77j, 77s(a), 77z-3, 77sss(a), 78c(b), 78l, 78m, 78n, 78o(d), 78w(a), 78ll, 80a-6(c), 80a-8, 80a-29, 80a-30, 80a-37, and 7201 et seq.; and 18 U.S.C. 1350.

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2. Section 232.301 is revised to read as follows:

**§232.301 EDGAR Filer Manual.**

Filers must prepare electronic filings in the manner prescribed by the EDGAR Filer Manual, promulgated by the Commission, which sets out the technical formatting requirements for electronic submissions. The requirements for becoming an EDGAR Filer and updating company data are set forth in the updated EDGAR Filer Manual, Volume I: “General Information,” Version 8 (October 2009). The requirements for filing on EDGAR are set forth in the updated EDGAR Filer Manual, Volume II: “EDGAR Filing,” Version 15 (August 2010). Additional provisions applicable to Form N-SAR filers are set forth in the EDGAR Filer Manual, Volume III: “N-SAR Supplement,” Version 1 (September 2005). All of these provisions have been incorporated by reference into the Code of Federal Regulations, which action was approved by the Director of the Federal Register in accordance with 5 U.S.C. 552(a) and 1 CFR Part 51. You must

comply with these requirements in order for documents to be timely received and accepted. You can obtain paper copies of the EDGAR Filer Manual from the following address: Public Reference Room, U.S. Securities and Exchange Commission, 100 F Street, NE, Room 1543, Washington, DC 20549, on official business days between the hours of 10:00 am and 3:00 pm. Electronic copies are available on the Commission's website. The address for the Filer Manual is <http://www.sec.gov/info/edgar.shtml>. You can also inspect the document at the National Archives and Records Administration (NARA). For information on the availability of this material at NARA, call 202-741-6030, or go to: [http://www.archives.gov/federal\\_register/code\\_of\\_federal\\_regulations/ibr\\_locations.html](http://www.archives.gov/federal_register/code_of_federal_regulations/ibr_locations.html).

By the Commission.

Elizabeth M. Murphy  
Secretary

September 9, 2010