



# Federal Register

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**Monday,  
December 13, 2004**

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**Part LXI**

## **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. 33-8491, 34-50445, 35-27893, 39-2427, IA-2306, IC-26621, File No. S7-34-04]

**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 24, 2004, 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 30, 2004.

**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 email to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number S7-34-04 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, 450 5th Street NW., Washington, DC 20549-0609.

All submissions should refer to File No. S7-34-04. This file number should be included on the subject line if email 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 website (<http://www.sec.gov/rules/other.shtml>). Comments are also available for public inspection and copying in the Commission’s Public Reference Room, 450 5th Street NW., 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, 202-942-0954.

**SUPPLEMENTARY INFORMATION:** The Regulatory Flexibility Act (RFA) (Pub. L. No. 96-354, 94 Stat. 1164) (September 19, 1980) requires each Federal agency, in 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

“PUHCA”—Public Utility Holding Company Act of 1935

“Investment Company Act”—Investment Company Act of 1940

“Investment Advisers Act”—Investment Advisers Act of 1940

The Commission’s RFA agenda is set forth below. The Commission invites public comment on the agenda and on the individual agenda entries.

**Dated:** September 24, 2004.

By the Commission.

**Margaret H. McFarland,**  
*Deputy Secretary.*

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

Sequence Number	Title	Regulation Identifier Number
4171	Industry Guide 3—Statistical Disclosure by Bank Holding Companies .....	3235-AI10
4172	Streamlining Rule 144 .....	3235-AH13
4173	Electronic Signatures Act and Information Delivery Under the Securities Act of 1933 .....	3235-AI82
4174	Revision to Accelerated Filer Definition .....	3235-AJ29
4175	Definition of Securities “Held of Record” .....	3235-AJ22
4176	XBRL Voluntary Financial Reporting Program on the EDGAR System .....	3235-AJ32
4177	Lock-Up Agreements .....	3235-AI09
4178	Equal Treatment of Security Holders Pursuant to Rule 14d-10 and Rule 13e-4(f) Under the Securities Exchange Act of 1934 .....	3235-AJ23
4179	Securities Act Reform .....	3235-AI11
4180	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
4181	Asset-Backed Securities Disclosure .....	3235-AF74
4182	Disclosure in Management's Discussion and Analysis Regarding the Application of Critical Accounting Policies .....	3235-AI44
4183	Additional Form F-6 Eligibility Requirement Related to the Listed Status of Deposited Securities Underlying American Depositary Receipts .....	3235-AI89
4184	First Time Application of International Financial Reporting Standards .....	3235-AI92
4185	Temporary Postponement of the Phase-In Period for Acceleration of Periodic Report Filing Dates .....	3235-AJ30
4186	Use of Form S-8 and Form 8-K by Public Shell Companies .....	3235-AH88
4187	Security Holder Director Nominations .....	3235-AI93
4188	Ownership Reports and Trading by Officers, Directors, and Principal Security Holders .....	3235-AJ27
4189	Defining "Qualified Purchasers" .....	3235-AI25

## DIVISION OF CORPORATION FINANCE—Completed Actions

Sequence Number	Title	Regulation Identifier Number
4190	Exemption of Certain Classes of Debt Securities From the Section 12(a) Registration Requirement of the Securities Exchange Act of 1934 .....	3235-AJ21

## DIVISION OF INVESTMENT MANAGEMENT—Proposed Rule Stage

Sequence Number	Title	Regulation Identifier Number
4191	Amendments to Registration Form and Rules for Registration of Certain Investment Company Securities .....	3235-AI84
4192	Investment Company Portfolio Transaction Costs .....	3235-AI94
4193	Interagency Proposal To Consider Alternative Forms of Privacy Notices Under the Gramm-Leach-Bliley Act .....	3235-AJ06
4194	Expanding the Definition of "Eligible Portfolio Company" for Business Development Companies .....	3235-AJ31
4195	Amendments to Form N-SAR, Semiannual Report of Registered Investment Companies .....	3235-AF93
4196	Regional Transmission Organizations and Independent Transmission Companies .....	3235-AI27
4197	Exemptions From Section 17(c) of the Public Utility Holding Company Act Regarding Officers and Directors of Registered Holding Companies .....	3235-AI59
4198	Exemption of Holding Companies Which Are Intrastate or Predominantly Operating Companies .....	3235-AJ35

## DIVISION OF INVESTMENT MANAGEMENT—Final Rule Stage

Sequence Number	Title	Regulation Identifier Number
4199	Political Contributions by Certain Investment Advisers .....	3235-AH72
4200	Certain Broker-Dealers Deemed Not To Be Investment Advisers .....	3235-AH78
4201	Certain Thrift Institutions Deemed Not To Be Investment Advisers .....	3235-AI16
4202	Amendments to Form ADV .....	3235-AI17
4203	Registration Under the Advisers Act of Certain Hedge Fund Advisers .....	3235-AJ25
4204	Fund of Funds Investments .....	3235-AI30
4205	Exemption From Shareholder Approval for Certain Subadvisory Contracts .....	3235-AH80
4206	Amendments to Rules Governing Pricing of Mutual Fund Shares .....	3235-AJ01
4207	Disclosure Regarding Portfolio Managers of Registered Management Investment Companies .....	3235-AJ16
4208	Mandatory Redemption Fees for Redeemable Fund Securities .....	3235-AJ17
4209	Privacy of Consumer Financial Information .....	3235-AJ24
4210	Rulemaking for EDGAR System .....	3235-AI18
4211	PUHCA: Exemption for Certain Acquisitions of Foreign Utility Companies; Subsidiaries Authorized To Perform Services or Construction or To Sell Goods .....	3235-AF78

## SEC

## DIVISION OF INVESTMENT MANAGEMENT—Long-Term Actions

Sequence Number	Title	Regulation Identifier Number
4212	Books and Records To Be Maintained by Investment Advisers .....	3235-AH24
4213	Amendments to the Cash Solicitation Rule .....	3235-AH33

## DIVISION OF INVESTMENT MANAGEMENT—Completed Actions

Sequence Number	Title	Regulation Identifier Number
4214	Principal Transactions With Investment Advisory Clients .....	3235-AH34
4215	Investment Adviser Codes of Ethics .....	3235-AJ08
4216	Disclosure Regarding Approval of Investment Advisory Contracts by Directors of Investment Companies .....	3235-AJ10
4217	Disclosure of Breakpoint Discounts by Mutual Funds .....	3235-AI95
4218	Prohibition on the Use of Brokerage Commissions To Finance Distribution .....	3235-AJ07
4219	Investment Company Governance .....	3235-AJ05

## DIVISION OF MARKET REGULATION—Prerule Stage

Sequence Number	Title	Regulation Identifier Number
4220	Concept Release on SRO Structure .....	3235-AJ36

## DIVISION OF MARKET REGULATION—Proposed Rule Stage

Sequence Number	Title	Regulation Identifier Number
4221	Risk Assessment Recordkeeping and Reporting Requirement .....	3235-AH06
4222	Registration Requirements for Banks Acting as Brokers or Dealers in Security Futures Products .....	3235-AI83
4223	Self-Regulatory Organization Fair Administration, Governance, and Disclosure .....	3235-AJ33
4224	Processing of Reorganization Events, Tender Offers, and Exchange Offers .....	3235-AH53
4225	Net Capital Requirements for Brokers or Dealers—Definition of the Term Nationally Recognized Statistical Rating Organization .....	3235-AH28

## DIVISION OF MARKET REGULATION—Final Rule Stage

Sequence Number	Title	Regulation Identifier Number
4226	Regulation B .....	3235-AJ28
4227	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
4228	Rule 15c2-3: Point-of-Sale Disclosure for Purchase Transactions in Open-End Management Investment Company Shares, Unit Investment Trust Interests, and Municipal Fund Securities Used for Education Svgs .....	3235-AJ12
4229	Rule 15c-100: Schedule 15C .....	3235-AJ13
4230	Rule 15c-101: Schedule 15D .....	3235-AJ14
4231	Regulation NMS .....	3235-AJ18
4232	Amendments to the Penny Stock Rules .....	3235-AI02
4233	Removal From Listing and Registration of Securities Pursuant to Section 12(d) of the Securities Exchange Act of 1934 .....	3235-AJ04
4234	Issuer Restrictions or Prohibitions on Ownership by Securities Intermediaries .....	3235-AJ26

**SEC**

**DIVISION OF MARKET REGULATION—Long-Term Actions**

Sequence Number	Title	Regulation Identifier Number
4235	Request for Comment on the Regulation of NASDAQ Petition Relating to NASDAQ Listed Securities .....	3235-AI86
4236	Securities Transactions Settlement .....	3235-AJ19
4237	Publication or Submission of Quotations Without Specified Information .....	3235-AH40
4238	Concept Release: Competitive Developments in the Options Markets .....	3235-AJ15

**DIVISION OF MARKET REGULATION—Completed Actions**

Sequence Number	Title	Regulation Identifier Number
4239	Alternative Net Capital Requirements for Broker-Dealers That Are Part of Consolidated Supervised Entities .....	3235-AI96
4240	Supervised Investment Bank Holding Companies .....	3235-AI97
4241	Rule 15c3-3 Reserve Requirements for Margin Related to Security Futures Products .....	3235-AI61
4242	Collection Practices Under Section 31 of the Exchange Act .....	3235-AJ02
4243	Short Sales .....	3235-AJ00
4244	Covered Securities for Purposes of the Securities Act of 1933 .....	3235-AJ03
4245	Proposed Rule Changes of Self-Regulatory Organizations .....	3235-AJ20
4246	Definition of Terms in and Specific Exemptions for Banks, Savings Associations, and Savings Banks Under Sections 3(a)(4) and 3(a)(5) of the Securities Exchange Act of 1934 .....	3235-AI19

**OFFICES AND OTHER PROGRAMS—Proposed Rule Stage**

Sequence Number	Title	Regulation Identifier Number
4247	Regulation PCAOB .....	3235-AJ34

**OFFICES AND OTHER PROGRAMS—Long-Term Actions**

Sequence Number	Title	Regulation Identifier Number
4248	International Accounting Standards .....	3235-AH65
4249	Implementation of Standards of Professional Conduct for Attorneys .....	3235-AI72

**Securities and Exchange Commission (SEC)**

**Proposed Rule Stage**

**Division of Corporation Finance**

**4171. INDUSTRY GUIDE 3—  
STATISTICAL DISCLOSURE BY BANK  
HOLDING COMPANIES**

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

**Legal Authority:** 5 USC 77a et seq; 5 USC 78a et seq

**CFR Citation:** 17 CFR 229; 17 CFR 231; 17 CFR 241

**Legal Deadline:** None

**Abstract:** The Division of Corporation Finance 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	03/00/05	

**Regulatory Flexibility Analysis Required:** Undetermined

**Government Levels Affected:** None

**Agency Contact:** Carol Stacey, Division of Corporation Finance, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942-2960

**RIN:** 3235-AI10

## SEC—Division of Corporation Finance

## Proposed Rule Stage

**4172. 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	02/00/05	

**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, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942-2910

**RIN:** 3235-AH13

**4173. ELECTRONIC SIGNATURES ACT AND INFORMATION DELIVERY UNDER THE SECURITIES ACT OF 1933**

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

**Legal Authority:** 15 USC 77z-3; 15 USC 78c(b)

**CFR Citation:** 17 CFR 230.405

**Legal Deadline:** None

**Abstract:** The Division of Corporation Finance is considering recommending to the Commission an amendment to the definition of the term "graphic communication" in Rule 405 to codify the Commission's long-standing position that the information delivery

requirements of the Securities Act may be satisfied through the use of electronic media.

**Timetable:**

Action	Date	FR Cite
NPRM	02/00/05	

**Regulatory Flexibility Analysis**

**Required:** Undetermined

**Government Levels Affected:** None

**Agency Contact:** Andrew Thorpe, Special Counsel, Division of Corporation Finance, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942-2910

**RIN:** 3235-AI82

**4174. • 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 Division of Corporation Finance is considering recommending that the Commission propose rules that would revise the definition of an "accelerated filer" in Rule 12b-2 under the Exchange Act to allow a company to exit accelerated filer status if it no longer has an aggregate market value of voting or non-voting common equity held by non-affiliates as of the end of a fiscal year.

**Timetable:**

Action	Date	FR Cite
NPRM	12/00/04	

**Regulatory Flexibility Analysis**

**Required:** No

**Government Levels Affected:** None

**Federalism:** Undetermined

**Agency Contact:** Jennifer G. Williams, Division of Corporation Finance, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942-2910

**RIN:** 3235-AJ29

**4175. 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 of Corporation Finance 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	11/00/04	

**Regulatory Flexibility Analysis**

**Required:** Undetermined

**Government Levels Affected:** None

**Agency Contact:** Steven Hearne, Special Counsel, Division of Corporation Finance, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942-2910

**RIN:** 3235-AJ22

**4176. • XBRL VOLUNTARY FINANCIAL REPORTING PROGRAM ON THE EDGAR SYSTEM**

**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 Divisions of Corporation Finance and Investment Management and the Offices of the Chief Accountant and Information Technology are considering recommending that the Commission propose rules that enable registrants to submit voluntarily supplemental tagged financial information using Extensible Business Reporting Language Format as exhibits to their EDGAR filings under the Exchange Act and the Investment Company Act.

**Timetable:**

Action	Date	FR Cite
NPRM	10/01/04	69 FR 59094

## SEC—Division of Corporation Finance

## Proposed Rule Stage

Action	Date	FR Cite
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NPRM Comment Period End	11/01/04	
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**Regulatory Flexibility Analysis****Required:** Undetermined**Government Levels Affected:**

Undetermined

**Federalism:** Undetermined

**Agency Contact:** Mark W. Green, Senior Special Counsel, Division of Corporation Finance, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549-0301  
Phone: 202 942-2910  
Fax: 202 942-9624  
Email: greenm@sec.gov

**RIN:** 3235-AJ32**4177. 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 of Corporation Finance 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	02/00/05	

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

**Agency Contact:** Pamela Carmody, Division of Corporation Finance, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942-2920

**RIN:** 3235-AI09**4178. 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 of Corporation Finance 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 that these rules apply to.

**Timetable:**

Action	Date	FR Cite
NPRM	11/00/04	

**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, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942-2920

**RIN:** 3235-AJ23**4179. SECURITIES ACT REFORM****Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.**Legal Authority:** 5 USC 77a et seq**CFR Citation:** Not Yet Determined**Legal Deadline:** None

**Abstract:** The Division of Corporation Finance is considering recommending that the Commission propose modifications to the Securities Act restrictions on communications by issuers and underwriters around the time of an offering. The Division is also considering recommending procedural changes in registration forms and their use to further capital formation. Finally, the Division is examining the

requirements for delivery of final prospectuses.

**Timetable:**

Action	Date	FR Cite
NPRM	11/00/04	

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

**Agency Contact:** Andrew Thorpe, Special Counsel, Division of Corporation Finance, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942-2910

**RIN:** 3235-AI11**4180. 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 of Corporation Finance 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	02/00/05	

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

**Agency Contact:** Anne Krauskopf, Division of Corporation Finance, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942-2910

**RIN:** 3235-AI80

## Securities and Exchange Commission (SEC)

Final Rule Stage

## Division of Corporation Finance

**4181. ASSET-BACKED SECURITIES DISCLOSURE**

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

**Legal Authority:** 15 USC 77e; 15 USC 78o; 15 USC 78w; 15 USC 77f; 15 USC 77g; 15 USC 77h; 15 USC 77j; 15 USC 77s; 15 USC 78l; 15 USC 78m; 15 USC 78n

**CFR Citation:** 17 CFR 229; 17 CFR 230; 17 CFR 239; 17 CFR 240; 17 CFR 249

**Legal Deadline:** None

**Abstract:** The Commission has proposed amendments to revise rules and forms that would specify disclosure requirements for asset-backed securities transactions.

**Timetable:**

Action	Date	FR Cite
NPRM	05/13/04	69 FR 26650
NPRM Comment Period End	07/12/04	
Final Action	12/00/04	

**Regulatory Flexibility Analysis Required:** No

**Government Levels Affected:** Undetermined

**URL For More Information:**

[www.sec.gov/rules/proposed/33-8419.htm](http://www.sec.gov/rules/proposed/33-8419.htm)

**Agency Contact:** Jeffrey Minton, Division of Corporation Finance, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549

Phone: 202 942-2910

**RIN:** 3235-AF74

**4182. 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	
Final Action	03/00/05	

**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:** Andrew Thorpe, Special Counsel, Division of Corporation Finance, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549

Phone: 202 942-2910

**RIN:** 3235-AI44

**4183. ADDITIONAL FORM F-6 ELIGIBILITY REQUIREMENT RELATED TO THE LISTED STATUS OF DEPOSITED SECURITIES UNDERLYING AMERICAN DEPOSITARY RECEIPTS**

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

**Legal Authority:** 15 USC 77f; 15 USC 77q; 15 USC 77j; 15 USC 77s

**CFR Citation:** 17 CFR 239.36

**Legal Deadline:** None

**Abstract:** The Commission proposed amendments to Form F-6 to make the form unavailable to register under the Securities Act of 1933 depository shares evidenced by American depository receipts if the foreign issuer has separately listed the deposited securities on a registered national securities exchange or automated inter-dealer quotation system of a national securities association.

**Timetable:**

Action	Date	FR Cite
NPRM	09/17/03	68 FR 54644

Action	Date	FR Cite
NPRM Comment Period End	10/17/03	
Final Action	03/00/05	

**Regulatory Flexibility Analysis Required:** No

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rules/proposed/33-8287.htm](http://www.sec.gov/rules/proposed/33-8287.htm)

**Agency Contact:** Michael Coco, Division of Corporation Finance, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549

Phone: 202 942-3010

**RIN:** 3235-AI89

**4184. FIRST TIME APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS**

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

**Legal Authority:** 15 USC 78a

**CFR Citation:** Not Yet Determined

**Legal Deadline:** None

**Abstract:** The Commission proposed amendments to Form 20-F to provide a one-time accommodation regarding prior period financial statements prepared under International Financial Reporting Standards (IFRS). This accommodation, if adopted, would be applicable to foreign private issuers that are incorporated in a country that has adopted IFRS as the official national accounting standard for reporting periods beginning after January 2005.

**Timetable:**

Action	Date	FR Cite
NPRM	03/18/04	69 FR 12904
NPRM Comment Period End	04/19/04	
Final Action	11/00/04	

**Regulatory Flexibility Analysis Required:** No

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rules/proposed/33-8937a.htm](http://www.sec.gov/rules/proposed/33-8937a.htm)

**Agency Contact:** Michael Coco, Division of Corporation Finance, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549

## SEC—Division of Corporation Finance

## Final Rule Stage

Phone: 202 942-3010

RIN: 3235-AI92

**4185. • TEMPORARY POSTPONEMENT OF THE PHASE-IN PERIOD FOR ACCELERATION OF PERIODIC REPORT FILING DATES****Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.**Legal Authority:** 15 USC 77c(b); 15 USC 77s(a); 15 USC 78m; 15 USC 78o(d); 15 USC 78w(a)**CFR Citation:** 17 CFR 210.3-01; 17 CFR 210.3-09; 17 CFR 210.3-12; 17 CFR 240.13a-10; 17 CFR 240.15d-10**Legal Deadline:** None**Abstract:** The Commission proposed amendments to its rules that would postpone for one year the final phase-in period for acceleration of the due dates of quarterly and annual reports required to be filed under the Exchange Act by companies that are "accelerated filers," as defined in Exchange Act Rule 12-2.**Timetable:**

Action	Date	FR Cite
NPRM	09/01/04	69 FR 53550
NPRM Comment Period End	10/01/05	
Final Action	11/00/04	

**Regulatory Flexibility Analysis Required:** No**Government Levels Affected:** None**Federalism:** Undetermined**URL For More Information:**

www.sec.gov/rules/proposed/33-8477.htm

**Agency Contact:** Jennifer G. Williams, Division of Corporation Finance, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549

Phone: 202 942-2910

RIN: 3235-AJ30

**4186. USE OF FORM S-8 AND FORM 8-K BY PUBLIC SHELL COMPANIES****Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.**Legal Authority:** 15 USC 78a et seq**CFR Citation:** 17 CFR 249.308**Legal Deadline:** None**Abstract:** The Commission proposed 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	12/00/04	

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

www.sec.gov/rules/proposed/33-8407.htm

**Agency Contact:** Kevin O'Neill, Division of Corporation Finance, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549

Phone: 202 942-2950

RIN: 3235-AH88

**4187. 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	12/00/04	

**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

**Agency Contact:** Lillian C. Brown, Division of Corporation Finance, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549

Phone: 202 942-2920

RIN: 3235-AI93

**4188. • OWNERSHIP REPORTS AND TRADING BY OFFICERS, DIRECTORS, AND PRINCIPAL SECURITY HOLDERS****Priority:** Substantive, Nonsignificant. Major status under 5 USC 801 is undetermined.**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 proposed 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 these rules, consistent with statements in previous Commission releases. The Commission also proposed amendments to 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	12/00/04	

**Regulatory Flexibility Analysis Required:** Undetermined**Government Levels Affected:** None**URL For More Information:**

www.sec.gov/rules/proposed/34-49895.htm

**Agency Contact:** Anne M. Krauskopf, Special Counsel, Division of Corporation Finance, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549

Phone: 202 942-2910

RIN: 3235-AJ27

## SEC—Division of Corporation Finance

Final Rule Stage

**4189. 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	03/00/05	

**Regulatory Flexibility Analysis Required:** No

**Small Entities Affected:** No

**Government Levels Affected:** None

**URL For More Information:**

www.sec.gov/rules/proposed/33-8041.htm

**Agency Contact:** Lerold Laporte, Securities and Exchange Commission, Division of Corporation Finance., 450 Fifth Street NW, Washington, DC 20549  
Phone: 202 942-2950  
Fax: 202-942-9516

**RIN:** 3235-AI25

## Securities and Exchange Commission (SEC)

Completed Actions

## Division of Corporation Finance

**4190. EXEMPTION OF CERTAIN CLASSES OF DEBT SECURITIES FROM THE SECTION 12(A) REGISTRATION REQUIREMENT OF 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 withdrawing this item from the Unified Agenda because the Division 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
Withdrawn	10/01/04	

**Regulatory Flexibility Analysis Required:** Undetermined

**Government Levels Affected:** None

**Agency Contact:** Robert Plesnarski, Special Counsel, Division of Corporation Finance, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942-2910

**RIN:** 3235-AJ21

## Securities and Exchange Commission (SEC)

Proposed Rule Stage

## Division of Investment Management

**4191. 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 of Investment Management 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	01/00/05	

**Regulatory Flexibility Analysis Required:** Undetermined

**Government Levels Affected:** None

**Agency Contact:** Ruth Armfield Sanders, Division of Investment Management, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942-0633

**RIN:** 3235-AI84

**4192. 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 Division of Investment Management is considering whether to recommend to the Commission amendments to investment company registration statements to improve disclosure of portfolio transaction costs.

**Timetable:**

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

**Regulatory Flexibility Analysis Required:** Undetermined

## SEC—Division of Investment Management

## Proposed Rule Stage

**Government Levels Affected:**

Undetermined

**URL For More Information:**[www.sec.gov/rule/concept/33-8349.htm](http://www.sec.gov/rule/concept/33-8349.htm)

**Agency Contact:** Christopher Kaiser, Division of Investment Management, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549

Phone: 202 942-0721

RIN: 3235-AI94

**4193. 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	04/00/05	

**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, 450 5th Street NW, Washington, DC 20549-0506

Phone: 202 942-0690

RIN: 3235-AJ06

**4194. • EXPANDING THE DEFINITION OF “ELIGIBLE PORTFOLIO COMPANY” FOR BUSINESS DEVELOPMENT COMPANIES**

**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(a)

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

**Legal Deadline:** None

**Abstract:** The Division is considering recommending that the Commission propose new Rule 2a-46 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 Division is also considering recommending that the Commission propose new Rule 55a-1 under the Investment Company Act to permit business development companies to make follow-on investments in certain companies that once met the definition of eligible portfolio company under Rule 2a-46 but no longer do so.

**Timetable:**

Action	Date	FR Cite
NPRM	11/00/04	

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

Undetermined

**Federalism:** Undetermined

**Agency Contact:** Rochelle Kauffman-Plesset, Office of the Chief Counsel, Division of Investment Management, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942-0660

RIN: 3235-AJ31

**4195. AMENDMENTS TO 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 of Investment Management is considering whether to recommend that the Commission amend Form N-SAR, the semiannual report for registered investment companies, to update the items of the form.

**Timetable:**

Action	Date	FR Cite
NPRM	03/00/05	

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

Undetermined

**Agency Contact:** Christopher Kaiser, Division of Investment Management, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549

Phone: 202 942-0721

RIN: 3235-AF93

**4196. 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 of Investment Management is 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. The rule is intended to facilitate the Federal Energy Regulatory Commission’s Order No. 2000, Regional Transmission Organizations.

## SEC—Division of Investment Management

## Proposed Rule Stage

**Timetable:**

Action	Date	FR Cite
NPRM	04/00/05	

**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, 450 5th Street NW, Washington, DC 20549

Phone: 202 942-0565

Email: adraktasv@sec.gov

**RIN:** 3235-AI27

#### 4197. 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 of Investment Management is 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.

**Timetable:**

Action	Date	FR Cite
NPRM	10/00/05	

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

**Agency Contact:** David B. Smith, Office of Public Utility Regulation, Division of Investment Management, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549

Phone: 202 942-0525

**RIN:** 3235-AI59

#### 4198. • 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 is 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.

**Timetable:**

Action	Date	FR Cite
NPRM	11/00/04	

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

Undetermined

**Federalism:** Undetermined

**Agency Contact:** Victoria J. Adraktas, Office of Public Utility Regulation, Division of Investment Management, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549

Phone: 202 942-0565

Email: adraktasv@sec.gov

**RIN:** 3235-AJ35

## Securities and Exchange Commission (SEC)

## Final Rule Stage

## Division of Investment Management

#### 4199. 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	
Final Action	04/00/05	

**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, 450 5th Street NW, Washington, DC 20549

Phone: 202 942-0719

**RIN:** 3235-AH72

#### 4200. CERTAIN BROKER-DEALERS 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); 15 USC 80b-11(a)**CFR Citation:** 17 CFR 275.202(a)(11)-1**Legal Deadline:** None

**Abstract:** The Commission has proposed new Rule 202(a)(11)-1, which would exempt from the definition of investment adviser those broker-dealers offering nondiscretionary, full-service brokerage programs so long as the investment advice provided is solely incidental to the brokerage services and other conditions are satisfied.

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**Timetable:**

Action	Date	FR Cite
NPRM	11/10/99	64 FR 61226
NPRM Comment Period End	01/14/00	
NPRM Comment Period Reopened	08/20/04	69 FR 51620
Comment Period End	09/22/04	
Final Action	12/00/04	

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

[www.sec.gov/rules/proposed/34-50213.htm](http://www.sec.gov/rules/proposed/34-50213.htm)

**Agency Contact:** Jennifer L. Sawin,  
Office of Investment Adviser  
Regulation, Division of Investment  
Management, Securities and Exchange  
Commission, 450 5th Street NW,  
Washington, DC 20549  
Phone: 202 942-0719

**RIN:** 3235-AH78**4201. 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 proposes to  
except 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	11/00/04	
Final Action Effective	02/00/05	

**Regulatory Flexibility Analysis****Required:** No**Government Levels Affected:**

Undetermined

**URL For More Information:**

<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, 450 5th Street NW,  
Washington, DC 20549  
Phone: 202 942-0719

**RIN:** 3235-AI16**4202. AMENDMENTS TO FORM ADV**

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

**Legal Authority:** 15 USC 80b-4,  
80b-6(4), 80b11(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  
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. 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	
Final Action	11/00/04	

**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, 450 5th Street NW,  
Washington, DC 20549  
Phone: 202 942-0719

**Related RIN:** Related to 3235-AD21**RIN:** 3235-AI17**4203. REGISTRATION UNDER THE ADVISERS ACT OF CERTAIN HEDGE FUND ADVISERS**

**Priority:** Other Significant. Major status  
under 5 USC 801 is undetermined.

**Legal Authority:** 15 USC 204; 15 USC  
205(e); 15 USC 206(4); 15 USC 206A;  
15 USC 211(a)

**CFR Citation:** Not Yet Determined**Legal Deadline:** None

**Abstract:** The Commission has  
proposed Rule 203(b)(3)-2 and related  
amendments that would require  
registration under the Investment  
Advisers Act of 1940 by certain  
advisers to hedge funds.

**Timetable:**

Action	Date	FR Cite
NPRM	07/28/04	69 FR 45172
NPRM Comment Period End	09/15/04	
Final Action	12/00/04	

**Regulatory Flexibility Analysis****Required:** No**Government Levels Affected:**

Undetermined

**URL For More Information:**

<http://www.sec.gov/rules/proposed/ia-2266.htm>

**Agency Contact:** Jennifer L. Sawin,  
Office of Investment Adviser  
Regulation, Division of Investment  
Management, Securities and Exchange  
Commission, 450 5th Street NW,  
Washington, DC 20549  
Phone: 202 942-0719

**RIN:** 3235-AJ25**4204. 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

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companies (fund 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	03/00/05	

**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)

**Agency Contact:** Penelope W. Saltzman, Office of Regulatory Policy, Division of Investment Management, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549-0506

Phone: 202 942-0690

**RIN:** 3235-AI30

#### 4205. 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	04/00/05	

**Regulatory Flexibility Analysis****Required:** Yes

**Small Entities Affected:** Businesses

**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, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942-0690

**RIN:** 3235-AH80

#### 4206. 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	12/00/04	

**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, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942-0690

**RIN:** 3235-AJ01

#### 4207. DISCLOSURE REGARDING PORTFOLIO MANAGERS OF REGISTERED MANAGEMENT INVESTMENT COMPANIES

**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 80a-1 et seq

**CFR Citation:** 17 CFR 270.30a-2; 17 CFR 274.11A; 17 CFR 274.11a-1; 17 CFR 274.11b; 17 CFR 274.128; 17 CFR 239.14; 17 CFR 239.15A; 17 CFR 239.17a; 17 CFR 249.331

**Legal Deadline:** None

**Abstract:** The Commission adopted amendments that require improved disclosure regarding fund portfolio managers, including disclosure regarding the structure of portfolio manager compensation, ownership of shares of the funds, and other investment companies or accounts that are managed by a portfolio manager to a registered fund.

**Timetable:**

Action	Date	FR Cite
NPRM	03/17/04	69 FR 12752
NPRM Comment Period End	05/21/04	
Final Rule	08/27/04	69 FR 52788
Final Rule Effective	10/01/04	
Second NPRM	08/27/04	69 FR 52788
Second NPRM Comment Period End	10/01/04	
Final Action	10/00/05	

**Regulatory Flexibility Analysis****Required:** No**Government Levels Affected:**

Undetermined

**Federalism:** Undetermined**URL For More Information:**

[www.sec.gov/rules/final/33-8458.htm](http://www.sec.gov/rules/final/33-8458.htm)

**URL For Public Comments:**

[www.sec.gov/rules.shtml](http://www.sec.gov/rules.shtml)

**Agency Contact:** Sanjay Lamba, Attorney-Adviser, Division of Investment Management, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942-7926

**RIN:** 3235-AJ16

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Final Rule Stage

**4208. MANDATORY REDEMPTION FEES FOR REDEEMABLE FUND SECURITIES**

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

**Legal Authority:** 15 USC 80a–11(a); 15 USC 80a–22(c); 15 USC 80a–37(a)

**CFR Citation:** 17 CFR 270.22c–2; 17 CFR 270.11a–3

**Legal Deadline:** None

**Abstract:** The Commission proposed new Rule 22c-2 under the Investment Company Act to require mutual funds (with certain exceptions) to impose a 2 percent fee on the redemption of fund shares purchased within the previous 5 business days.

**Timetable:**

Action	Date	FR Cite
NPRM	03/11/04	69 FR 11762
NPRM Comment Period End	05/10/04	
Final Action	11/00/04	

**Regulatory Flexibility Analysis**

**Required:** No

**Small Entities Affected:** Businesses

**Government Levels Affected:**

Undetermined

**URL For More Information:**

[www.sec.gov/rules/proposed/ic-26375a.htm](http://www.sec.gov/rules/proposed/ic-26375a.htm)

**Agency Contact:** Shaswat K. Das, Senior Counsel, Division of Investment Management, Securities and Exchange Commission, 450 Fifth Street NW, Washington, DC 20549–0506  
Phone: 202 942–0690  
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**RIN:** 3235–AJ17

**4209. PRIVACY OF CONSUMER FINANCIAL 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:** The Commission proposed amendments to Regulation S-P to implement sections 214 and 216 of the

Fair and Accurate Credit Transactions Act of 2003 (FACT Act).

**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 Action	11/00/04	

**Regulatory Flexibility Analysis**

**Required:** Undetermined

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rules/proposed/34-49985.htm](http://www.sec.gov/rules/proposed/34-49985.htm)

**Agency Contact:** Vincent Meehan, Division of Investment Management, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942–0690

**RIN:** 3235–AJ24

**4210. RULEMAKING FOR EDGAR SYSTEM**

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

**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 proposed amendments to 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	02/00/05	

**Regulatory Flexibility Analysis**

**Required:** No

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rules/proposed/33-8401.htm](http://www.sec.gov/rules/proposed/33-8401.htm)

**Agency Contact:** Ruth Armfield Sanders, Senior Special Counsel, Division of Investment Management, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942–0633

**RIN:** 3235–AI18

**4211. 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 is intended to provide 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, clarifies 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 will be deemed a foreign utility company. The proposed amendment to Rule 87 would require registered holding companies to obtain Commission approval of intrasystem agreements involving foreign utility companies and exempt wholesale generators.

## SEC—Division of Investment Management

Final Rule Stage

## 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
Second NPRM Comment Period End	04/09/01	
Final Action	09/00/05	

## 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: Alberto Zapata, Division of Investment Management,

Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549

Phone: 202 942-0545

Related RIN: Related to 3235-AF79

RIN: 3235-AF78

## Securities and Exchange Commission (SEC)

Long-Term Actions

## Division of Investment Management

## 4212. BOOKS AND RECORDS TO BE MAINTAINED BY INVESTMENT ADVISERS

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

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

CFR Citation: 17 CFR 275.204-2

Legal Deadline: None

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

## Timetable:

Action	Date	FR Cite
NPRM	To Be Determined	

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, 450 5th Street NW, Washington, DC 20549

Phone: 202 942-0719

RIN: 3235-AH24

## 4213. AMENDMENTS TO THE CASH SOLICITATION RULE

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

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

CFR Citation: 17 CFR 275.206(4)-3

Legal Deadline: None

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

## Timetable:

Action	Date	FR Cite
NPRM	To Be Determined	

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, 450 5th Street NW, Washington, DC 20549

Phone: 202 942-0719

Email: marshallc@sec.gov

RIN: 3235-AH33

## Securities and Exchange Commission (SEC)

Completed Actions

## Division of Investment Management

## 4214. PRINCIPAL TRANSACTIONS WITH INVESTMENT ADVISORY CLIENTS

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

Legal Authority: 15 USC 80b-6a

CFR Citation: 17 CFR 275

Legal Deadline: None

Abstract: The Division of Investment Management is withdrawing this item from the Unified Agenda because the Division 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
Withdrawn	10/01/04	

Regulatory Flexibility Analysis Required: Undetermined

Government Levels Affected: Undetermined

Agency Contact: Jennifer L. Sawin, Office of Investment Adviser Regulation, Division of Investment Management, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549

RIN: 3235-AH34

## 4215. INVESTMENT ADVISER CODES OF ETHICS

Priority: Substantive, Nonsignificant

Legal Authority: 15 USC 80a-17(j); 15 USC 80a-37(a); 15 USC 80b-1 et seq; 15 USC 80b-2(a)(17); 15 USC 80b-4; 15 USC 80b-4a; 15 USC 80b-6(4); 15 USC 80b-11(a)

CFR Citation: 17 CFR 270.17j-1; 17 CFR 275.204-2; 17 CFR 275.204A-1; 17 CFR 279.1

Legal Deadline: None

Abstract: The Commission adopted Rule 204A-1 under the Investment Adviser Act of 1940 (Advisers Act) to require investment advisers to establish, maintain, and enforce written

## SEC—Division of Investment Management

## Completed Actions

codes of ethics. The Commission also adopted conforming amendments to related rules under the Advisers Act, and to Rule 17j-1 under the Investment Company Act of 1940.

**Timetable:**

Action	Date	FR Cite
NPRM	01/27/04	69 FR 4040
NPRM Comment Period End	03/15/04	
Final Action	07/09/04	69 FR 41696
Final Action Effective	08/31/04	

**Regulatory Flexibility Analysis**

**Required:** Yes

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rules/final/ia-2256.htm](http://www.sec.gov/rules/final/ia-2256.htm)

**Agency Contact:** Robert Tuleya, Office of Investment Adviser Regulation, Division of Investment Management, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549

Phone: 202 942-0719

**RIN:** 3235-AJ08

#### 4216. DISCLOSURE REGARDING APPROVAL OF INVESTMENT ADVISORY CONTRACTS BY DIRECTORS OF INVESTMENT COMPANIES

**Priority:** Substantive, Nonsignificant

**Legal Authority:** 15 USC 77a et seq; 15 USC 78a et seq; 15 USC 79a et seq; 15 USC 80a-1 et seq

**CFR Citation:** 17 CFR 240.14a-101; 17 CFR 274.11A; 17 CFR 274.11a-1; 17 CFR 274.11b; 17 CFR 239.14; 17 CFR 239.15A; 17 CFR 239.17a

**Legal Deadline:** None

**Abstract:** The Commission adopted rule and form amendments under the Securities Act, the Securities Exchange Act, and the Investment Company Act to improve the disclosure provided by registered management investment companies about how directors of such companies evaluate and approve the continuance of existing investment advisory contracts. Item 12 of Form N1-A, Item 18 of Form N-2, and Item 20 of Form N-3 do not become effective until January 31, 2006.

**Timetable:**

Action	Date	FR Cite
NPRM	02/19/04	69 FR 7852

Action	Date	FR Cite
NPRM Comment Period End	05/26/04	
Final Action	06/30/04	69 FR 39798
Final Action Effective	08/05/04	

**Regulatory Flexibility Analysis**

**Required:** No

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rules/final/33-8433.htm](http://www.sec.gov/rules/final/33-8433.htm)

**Agency Contact:** Deborah D. Skeens, Senior Counsel, Division of Investment Management, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549

Phone: 202 942-0721

**RIN:** 3235-AJ10

#### 4217. DISCLOSURE OF BREAKPOINT DISCOUNTS BY MUTUAL FUNDS

**Priority:** Substantive, Nonsignificant

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

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

**Legal Deadline:** None

**Abstract:** The Commission adopted amendments to Form N-1A to require improved disclosure in mutual fund prospectuses regarding "breakpoint" discounts on front-end sales loads.

**Timetable:**

Action	Date	FR Cite
NPRM	12/24/03	68 FR 74732
NPRM Comment Period End	02/13/04	
Final Action	06/14/04	69 FR 33262
Final Action Effective	07/23/04	

**Regulatory Flexibility Analysis**

**Required:** Yes

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rules/final/33-8427.htm](http://www.sec.gov/rules/final/33-8427.htm)

**Agency Contact:** Christian Broadbent, Division of Investment Management, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549

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**RIN:** 3235-AI95

#### 4218. PROHIBITION ON THE USE OF BROKERAGE COMMISSIONS TO FINANCE DISTRIBUTION

**Priority:** Substantive, Nonsignificant

**Legal Authority:** 15 USC 80a-12(b); 15 USC 80a-37(a)

**CFR Citation:** 17 CFR 270.12b-1

**Legal Deadline:** None

**Abstract:** The Commission adopted an amendment to Rule 12b-1 to prohibit funds from using brokerage commissions to pay for distribution of open-end management investment company shares.

**Timetable:**

Action	Date	FR Cite
NPRM	03/01/04	69 FR 9726
NPRM Comment Period End	05/10/04	
Final Action	09/09/04	69 FR 54728
Final Action Effective	10/14/04	

**Regulatory Flexibility Analysis**

**Required:** No

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rules/final/ic-26591.htm](http://www.sec.gov/rules/final/ic-26591.htm)

**Agency Contact:** William C. Middlebrooks Jr., Office of Regulatory Policy, Division of Investment Management, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549

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**RIN:** 3235-AJ07

#### 4219. INVESTMENT COMPANY GOVERNANCE

**Priority:** Substantive, Nonsignificant

**Legal Authority:** 15 USC 80a-6(c); 15 USC 80a-10(f); 15 USC 80a-12(b); 15 USC 80a-17(d); 15 USC 80a-23(c) & 80-38(a); 15 USC 80a-31(a); 15 USC 80a-31(b) & 80a-36(b)

**CFR Citation:** CFR 270.0-1(a)(7); CFR 270.12b-1(c); CFR 270-17(a)-1(f); CFR 270/17a-8(a)(4); CFR 270.17e-1(c); CFR 270.18f-3(c); CFR 270.31a-2(a)(4)-(6); CFR 270.10F-3(c)(11); CFR 270.15a-4(b)(2)(vii); CFR 270.17a-1(f); CFR 270.17d-1(d)(7)(v); CFR 270.17g-1(j)(3); CFR 270.23-3(b)(8)

**Legal Deadline:** None

**Abstract:** The Commission amended certain exemptive rules under the Investment Company Act to require

## SEC—Division of Investment Management

## Completed Actions

registered investment companies (funds) to satisfy enhanced fund governance standards in order to rely on those rules, and a recordkeeping rule under the Investment Company Act to require each fund to retain materials that the fund board considers in approving the fund's advisory contracts. The amendments strengthen the independence and effectiveness of fund boards of directors so that they can more effectively manage conflicts of interest, monitor service providers,

protect the interests of shareholders, and assess advisory contracts.

**Timetable:**

Action	Date	FR Cite
NPRM	01/23/04	69 FR 3472
NPRM Comment Period End	03/10/04	
Final Action	08/02/04	69 FR 46378
Final Action Effective	09/07/04	

**Regulatory Flexibility Analysis Required:** No

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rules/final/ic-26250.htm](http://www.sec.gov/rules/final/ic-26250.htm)

**Agency Contact:** Catherine E. Marshall, Office of Investment Adviser Regulation, Division of Investment Management, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942-0719  
Email: [marshallc@sec.gov](mailto:marshallc@sec.gov)

**RIN:** 3235-AJ05

## Securities and Exchange Commission (SEC)

## Prerule Stage

## Division of Market Regulation

**4220. ● CONCEPT RELEASE ON SRO STRUCTURE**

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

**Legal Authority:** not applicable

**CFR Citation:** None

**Legal Deadline:** None

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

issue a concept release on SRO structure to solicit public comment on a wide range of issues related to the efficacy of the system.

**Timetable:**

Action	Date	FR Cite
ANPRM	11/00/04	
NPRM	10/00/05	

**Regulatory Flexibility Analysis Required:** Undetermined

**Government Levels Affected:**

Undetermined

**Federalism:** Undetermined

**Agency Contact:** Chris Stone, Division of Market Regulation, Securities and Exchange Commission, Division of Market Regulation, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942-7938  
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**RIN:** 3235-AJ36

## Securities and Exchange Commission (SEC)

## Proposed Rule Stage

## Division of Market Regulation

**4221. 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 of Market Regulation plans to recommend that the Commission propose final rules replacing the temporary rules.

**Timetable:**

Action	Date	FR Cite
NPRM	10/00/05	

**Regulatory Flexibility Analysis Required:** Undetermined

**Government Levels Affected:** None

**Federalism:** Undetermined

**Agency Contact:** Thomas K. McGowan, Office of Risk Management, Division of Market Regulation, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942-4886  
Fax: 202 942-9553

**RIN:** 3235-AH06

**CFR Citation:** Not Yet Determined

**Legal Deadline:** None

**Abstract:** The Division of Market Regulation is considering recommending to the Commission to 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.

**Timetable:**

Action	Date	FR Cite
NPRM	12/00/04	

**Regulatory Flexibility Analysis Required:** Undetermined

**Government Levels Affected:** None

**Agency Contact:** Sean P. O'Malley, Special Counsel, Division of Market Regulation, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942-0734

**RIN:** 3235-AI83

**4222. 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)

## SEC—Division of Market Regulation

## Proposed Rule Stage

**4223. • SELF-REGULATORY ORGANIZATION FAIR ADMINISTRATION, GOVERNANCE, AND DISCLOSURE**

**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 Division of Market Regulation is considering recommending that the Commission propose 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 would include 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 proposal would include 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	11/00/04	

**Regulatory Flexibility Analysis**

**Required:** Undetermined

**Government Levels Affected:**

Undetermined

**Federalism:** Undetermined

**Agency Contact:** Susie Cho, Office of Market Supervision, Division of Market Regulation, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549  
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**RIN:** 3235-AJ33

**4224. 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 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	10/00/05	

**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, 450 5th Street NW, Washington, DC 20549-1001  
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Email: landon.m@sec.gov

**RIN:** 3235-AH53

**4225. NET CAPITAL REQUIREMENTS FOR BROKERS OR DEALERS— DEFINITION OF THE TERM NATIONALLY RECOGNIZED STATISTICAL RATING ORGANIZATION**

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

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

**CFR Citation:** 17 CFR 240.15c3-1

**Legal Deadline:** None

**Abstract:** In June 2003, the Commission issued a concept release as part of its review of the role of credit rating agencies in the operation of the securities markets. The Commission has sought comment on various issues relating to credit ratings agencies including whether credit ratings should continue to be used for regulatory purposes under the federal securities laws; and, if so, the process of determining whose credit ratings should be used, and the level of oversight to apply to such credit rating agencies.

**Timetable:**

Action	Date	FR Cite
NPRM	12/30/97	62 FR 68018
NPRM Comment Period End	03/02/98	
ANPRM	06/12/03	68 FR 35258
ANPRM Comment Period End	07/28/03	
NPRM	03/00/05	

**Regulatory Flexibility Analysis**

**Required:** Yes

**Small Entities Affected:** Businesses

**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/concept/33-8263.htm](http://www.sec.gov/rules/concept/33-8263.htm)

**Agency Contact:** Thomas K. McGowan, Office of Risk Management, Division of Market Regulation, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942-4886  
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**Related RIN:** Related to 3235-AG41

**RIN:** 3235-AH28

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

Final Rule Stage

**4226. • 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 under Regulation B new exemptions for banks from the definition of the term “broker” to broaden a number of 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	12/00/04	

**Regulatory Flexibility Analysis**

**Required:** Yes

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**Federalism:** Undetermined

**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, Attorney Fellow, Division of Market Regulation, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549  
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**Related RIN:** Related to 3235-AI19

**RIN:** 3235-AJ28

**4227. 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 has proposed new Rules 15c2-2 and 15c2-3 under the Securities and Exchange Act of 1934, 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	
Final Action	12/00/04	

**Regulatory Flexibility Analysis**

**Required:** Yes

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rules/proposed/33-8358.htm](http://www.sec.gov/rules/proposed/33-8358.htm)

**Agency Contact:** David Blass, Division of Market Regulation, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549

Phone: 202 942-0073

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

**RIN:** 3235-AJ11

**4228. RULE 15C2-3: POINT-OF-SALE DISCLOSURE FOR PURCHASE TRANSACTIONS IN OPEN-END MANAGEMENT INVESTMENT COMPANY SHARES, UNIT INVESTMENT TRUST INTERESTS, AND MUNICIPAL FUND SECURITIES USED FOR EDUCATION SVGS**

**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 has proposed new Rules 15c2-2 and 15c2-3 under the Securities Exchange Act of 1934, 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	
Final Action	12/00/04	

**Regulatory Flexibility Analysis**

**Required:** Yes

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**URL For More Information:**

## SEC—Division of Market Regulation

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www.sec.gov/rules/proposed/33-8358.htm

**Agency Contact:** David Blass, Division of Market Regulation, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942-0073

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

**RIN:** 3235-AJ12

**4229. 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 has proposed new Rules 15c2-2 and 15c2-3 under the Securities Exchange Act of 1934, 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	
Final Action	12/00/04	

**Regulatory Flexibility Analysis**

**Required:** Yes

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**URL For More Information:**

www.sec.gov/rules/proposed/33-8358.htm

**Agency Contact:** David Blass, Division of Market Regulation, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942-0073

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

**RIN:** 3235-AJ13

**4230. 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 has proposed new Rules 15c2-2 and 15c2-3 under the Securities Exchange Act of 1934, 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	
Final Action	12/00/04	

**Regulatory Flexibility Analysis**

**Required:** Yes

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**URL For More Information:**

www.sec.gov/rules/proposed/33-8358.htm

**Agency Contact:** David Blass, Division of Market Regulation, Securities and

Exchange Commission, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942-0073

**Related RIN:** Related to 3235-AJ11, Related to 3235-AJ12, Related to 3235-AJ13

**RIN:** 3235-AJ14

**4231. REGULATION NMS**

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

**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 Securities and Exchange Commission published Regulation NMS for public comment. In addition to redesignating the existing national market system rules adopted under section 11A of the Securities Exchange Act of 1934, Regulation NMS would incorporate four substantive proposals that are designed to enhance and modernize the regulatory structure of the U.S. equity markets. First, the Commission proposed a uniform rule for all NMS market centers that, subject to certain exceptions, would require a market center to implement policies and procedures reasonably designed to prevent "trade-throughs"—the execution of an order in its market at a price that is inferior to a price displayed in another market. Second, the Commission proposed a market access rule that would modernize the terms of access to quotations and execution of orders in the national market system. The third proposal would prohibit 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 proposed amendments to the rules and joint industry plans for

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disseminating market information to the public that, among other things, would reward markets for more broadly based contributions to public discovery.

**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	
Final Action	12/00/04	

**Regulatory Flexibility Analysis Required:** No**Government Levels Affected:** None**URL For More Information:**

[www.sec.gov/rules/proposed/34-49325.htm](http://www.sec.gov/rules/proposed/34-49325.htm)

**Agency Contact:** Jennifer L. Colihan, Special Counsel, Division of Market Regulation, Securities and Exchange Commission, Division of Market Regulation, 450 5th Street NW, Washington, DC 20549  
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**RIN:** 3235-AJ18**4232. AMENDMENTS TO THE PENNY STOCK RULES**

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

**Legal Authority:** 15 USC 78c(h); 15 USC 78o(g)

**CFR Citation:** 17 CFR 240.15g-2(c); 17 CFR 240.15g-9(e)

**Legal Deadline:** None

**Abstract:** The Commission proposed Rules 15g-2(c) and 15(g)-9(e) under the Exchange Act. On January 8, 2004, the Commission also proposed adapting Rules 15g-2 and 15g-9 to the requirements of the Electronic Signatures Act. The Commission also proposed amending the definition of "penny stock" found at Rule 3a51-1 and the penny stock risk disclosure document set forth in Rule 15g-100.

**Timetable:**

Action	Date	FR Cite
NPRM	01/08/04	69 FR 2531
NPRM Comment Period End	03/16/04	
Final Action	03/00/05	

**Regulatory Flexibility Analysis Required:** No**Government Levels Affected:** None**URL For More Information:**

[www.sec.gov/rules/proposed/34-49037.htm](http://www.sec.gov/rules/proposed/34-49037.htm)

**Agency Contact:** Norman Reed, Division of Market Regulation, Securities and Exchange Commission, Division of Market Regulation, 450 5th Street NW, Washington, DC 20459  
Phone: 202 942-7901

**RIN:** 3235-AI02**4233. REMOVAL FROM LISTING AND REGISTRATION OF SECURITIES PURSUANT TO SECTION 12(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

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

**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 proposed to streamline the procedures for removing from listing, and terminating from registration, securities under section 12(d) of the Securities Exchange Act of 1934 (Exchange Act). Specifically, the Commission proposed to amend 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 proposed to amend 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 is proposing to exempt 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	04/00/05	

**Regulatory Flexibility Analysis Required:** Undetermined**Government Levels Affected:** None**URL For More Information:**

[www.sec.gov/rules/proposed/34-49858.htm](http://www.sec.gov/rules/proposed/34-49858.htm)

**Agency Contact:** Susie Cho, Special Counsel, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549  
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**RIN:** 3235-AJ04**4234. ISSUER RESTRICTIONS OR PROHIBITIONS ON OWNERSHIP BY SECURITIES INTERMEDIARIES**

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

**Legal Authority:** 15 USC 78c; 15 USC 78d; 15 USC 78e; 15 USC 78f; 15 USC 78g; 15 USC 78i; 15 USC 78j; 15 USC 78j-1; 15 USC 78k; 15 USC 78l; 15 USC 78m; 15 USC 78n; 15 USC 78o; 15 USC 78p; 15 USC 78q; 15 USC 78q-1; 15 USC 78s; 15 USC 78u-5; 15 USC 78w; 15 USC 78x; 15 USC 78ll; 15 USC 78mm

**CFR Citation:** 17 CFR 240.17Ad-20

**Legal Deadline:** None

**Abstract:** The Commission proposed a rule under section 17A of the Exchange Act to bar registered transfer agents from effecting transfers in equity securities registered under sections 12 or 15(d) of the Exchange Act to or from securities intermediaries if those transfers are restricted or prohibited. The rule would define a "securities intermediary" as a clearing agency registered under section 17A of the Exchange Act or a person, bank, broker or dealer that in the ordinary course of business maintains securities accounts for others. The rule would also define equity securities for purposes of the rule.

**Timetable:**

Action	Date	FR Cite
NPRM	06/10/04	69 FR 32784
NPRM Comment Period End	07/12/04	
Final Action	11/00/04	

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

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Final Rule Stage

**Agency Contact:** Jerry Carpenter,  
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RIN: 3235-AJ26

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

Long-Term Actions

**4235. 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 has 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
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)

**Agency Contact:** Chris Stone, Division  
of Market Regulation, Securities and  
Exchange Commission, Division of  
Market Regulation, 450 5th Street NW,  
Washington, DC 20549  
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**RIN:** 3235-AI86

**4236. 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 is seeking 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 focuses on trade confirmation and affirmation processes, shortening the settlement cycle, and reducing the use of physical securities.

**Timetable:**

Action	Date	FR Cite
ANPRM	03/18/04	69 FR 12922
ANPRM Comment Period End	06/16/04	
NPRM	To Be	Determined

**Regulatory Flexibility Analysis  
Required:** No

**Government Levels Affected:**  
Undetermined

**URL For More Information:**

[www.sec.gov/rules/concept/33-8398.htm](http://www.sec.gov/rules/concept/33-8398.htm)

**Agency Contact:** Jerry Carpenter,  
Division of Market Regulation,  
Securities and Exchange Commission,  
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RIN: 3235-AJ19

**4237. 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 Final Action	04/14/99	64 FR 18393
	To Be	Determined

**Regulatory Flexibility Analysis  
Required:** Yes

**Small Entities Affected:** Businesses

**Government Levels Affected:** None

**URL For More Information:**

## SEC—Division of Market Regulation

## Long-Term Actions

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, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942-0772

**RIN:** 3235-AH40

#### 4238. 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

Action	Date	FR Cite
ANPRM Comment	04/09/04	
Period End		
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

**Agency Contact:** Heather Seidel, Division of Market Regulation, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549  
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**RIN:** 3235-AJ15

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

## Completed Actions

#### 4239. ALTERNATIVE NET CAPITAL REQUIREMENTS FOR BROKER-DEALERS THAT ARE PART OF CONSOLIDATED SUPERVISED ENTITIES

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

**Legal Authority:** 15 USC 78a; 15 USC 78c; 15 USC 78q(a); 15 USC 78mm

**CFR Citation:** 17 CFR 240.15c3-1; 17 CFR 240.15c3-4; 17 CFR 240.30-3; 17 CFR 240.17a-5; 17 CFR 240.17a-11; 17 CFR 240.17h-1T; 17 CFR 240.17h-2T

**Legal Deadline:** None

**Abstract:** The Commission adopted rule amendments under the Securities Exchange Act of 1934 that establish a voluntary alternative method for computing net capital charges for certain broker-dealers that are part of a holding company that has a group-wide internal risk management system and that consents to group-wide Commission supervision (a consolidated supervised entity or CSE). The alternative method of computing certain market and credit risk net capital charges involves the use of internal mathematical models that the broker-dealer uses to measure risk.

**Timetable:**

Action	Date	FR Cite
NPRM	11/06/03	68 FR 62872
NPRM Comment	02/04/04	
Period End		

Action	Date	FR Cite
Final Action	06/21/04	69 FR 34428
Final Action Effective	08/20/04	

**Regulatory Flexibility Analysis Required:** No

**Government Levels Affected:** None

**URL For More Information:**  
www.sec.gov/rules/final/34-49830.htm

**Agency Contact:** Rose Wells, Division of Market Regulation, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942-0143

**Related RIN:** Related to 3235-AI97

**RIN:** 3235-AI96

#### 4240. SUPERVISED INVESTMENT BANK HOLDING COMPANIES

**Priority:** Substantive, Nonsignificant

**Legal Authority:** 15 USC 78a; 15 USC 78q; 15 USC 78w; 15 USC 78x(b)

**CFR Citation:** 17 CFR 240.17a-12; 17 CFR 240.17h-1T; 17 CFR 240.17h-2T; 17 CFR 240.17i-1; 17 CFR 240.17i-2; 17 CFR 240.17i-3; 17 CFR 240.17i-4; 17 CFR 240.17i-5; 17 CFR 240.17i-6; 17 CFR 240.17i-7; 17 CFR 240.17i-8

**Legal Deadline:** None

**Abstract:** The Commission adopted rules to implement section 17(i) of the Securities Exchange Act of 1934. The new rules establish an application

process through which “investment bank holding companies” (IBHCs) can elect to become “supervised investment bank holding company” (SIBHC), as well as a process by which an SIBHC can withdraw from Commission supervision. In addition, the new rules require that an SIBHC (i) create and implement a group-wide internal risk management control system, (ii) create and maintain certain, specified records and make them available to Commission staff during inspections and examinations, and (iii) provide the Commission with periodic and special reports. Finally, the new rules establish remedies for non-compliance with these rules.

The Commission also adopted amendments to Exchange Act Rule 240.17a-12, and to Exchange Act Rules 240.17h-1T and 240.17h-2T.

**Timetable:**

Action	Date	FR Cite
NPRM	11/06/03	68 FR 62910
NPRM Comment	02/04/04	
Period End		
Final Action	06/21/04	69 FR 34472
Final Action Effective	08/20/04	

**Regulatory Flexibility Analysis Required:** No

**Government Levels Affected:** None

**URL For More Information:**  
www.sec.gov/rules/final/34-49831.htm

## SEC—Division of Market Regulation

## Completed Actions

**Agency Contact:** Bonnie Lynn Gauch, Division of Market Regulation, Securities and Exchange Commission, Division of Market Regulation, 450 5th Street NW, Washington, DC 20549  
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**Related RIN:** Related to 3235-AI96

**RIN:** 3235-AI97

#### 4241. RULE 15C3-3 RESERVE REQUIREMENTS FOR MARGIN RELATED TO SECURITY FUTURES PRODUCTS

**Priority:** Substantive, Nonsignificant

**Legal Authority:** 15 USC 78o(c)(3); 15 USC 78w

**CFR Citation:** 17 CFR 240.15c3-3a

**Legal Deadline:** None

**Abstract:** The Commission adopted amendments designed to delineate the manner in which a broker-dealer would calculate its customer reserve requirement under Rule 15c3-3a (the Reserve Formula) of the Exchange Act in light of enactment of the Commodity Futures Modernization Act of 2000 (CFMA). Specifically, the amendments set forth the Reserve Formula treatment of customer margin that a broker-dealer deposits with a clearing agency registered with the Securities and Exchange Commission or a derivatives clearing organization registered with the Commodity Futures Trading Commission to clear and settle customer transactions in security futures products conducted through securities accounts.

#### Timetable:

Action	Date	FR Cite
NPRM	09/23/02	67 FR 59748
NPRM Comment Period End	10/23/02	
Final Action	09/07/04	69 FR 54182
Final Action Effective	10/07/04	

#### Regulatory Flexibility Analysis

**Required:** No

**Government Levels Affected:** None

#### URL For More Information:

[www.sec.gov/rules/final/34-50295.htm](http://www.sec.gov/rules/final/34-50295.htm)

**Agency Contact:** Matthew Bruce Comstock, Attorney, Division of Market Regulation, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549  
Phone: 202 942-0156  
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**RIN:** 3235-AI61

#### 4242. COLLECTION PRACTICES UNDER SECTION 31 OF THE EXCHANGE ACT

**Priority:** Substantive, Nonsignificant

**Legal Authority:** 15 USC 78a et seq, particularly; 15 USC 78f; 15 USC 78o-3; 15 USC 78s; 15 USC 78u

**CFR Citation:** 17 CFR 240.31; 17 CFR 240.31T

**Legal Deadline:** None

**Abstract:** New Rule 31 establishes a procedure whereby the SEC will obtain data on covered transactions subject to section 31 of the Securities Exchange Act of 1934 on new Form R31, and calculate the amounts due from the Self-Regulatory Organizations. The Commission also adopted temporary Rule 31T to govern the calculation and collection of section 31 fees using the new procedures for the whole of its fiscal year 2004.

#### Timetable:

Action	Date	FR Cite
NPRM	01/27/04	69 FR 4018
NPRM Comment Period End	02/26/04	
Final Action	07/07/04	69 FR 41059
Final Action Effective	08/06/04	

#### Regulatory Flexibility Analysis

**Required:** No

**Small Entities Affected:** No

**Government Levels Affected:** None

#### URL For More Information:

[www.sec.gov/rules/final/34-49928.htm](http://www.sec.gov/rules/final/34-49928.htm)

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**RIN:** 3235-AJ02

#### 4243. SHORT SALES

**Priority:** Substantive, Nonsignificant

**Legal Authority:** 15 USC 78b; 15 USC 78c; 15 USC 78i; 15 USC 78j; 15 USC 78L-l; 15 USC 78o; 15 USC 78q; 15 USC 78W(a)

**CFR Citation:** 17 CFR 240.10a-1; 17 CFR 240.10a-2; 17 CFR 240.3b-3; 17 CFR 242.105; 17 CFR 241

**Legal Deadline:** None

**Abstract:** The Commission adopted new Regulation SHO to regulate short

sales, which incorporates Rules 3b-3 and 10a-2. Additionally, Regulation SHO amends Rule 105 of Regulation M. The Commission will defer any further action on proposals to replace the current "tick" test and proposed exceptions to the uniform bid tests after completion of a pilot established by the Regulation.

#### Timetable:

Action	Date	FR Cite
NPRM	11/06/03	68 FR 62972
NPRM Comment Period End	01/05/04	
Final Action	08/06/04	69 FR 48008
Final Action Effective	09/07/04	

#### Regulatory Flexibility Analysis

**Required:** No

**Government Levels Affected:** None

#### URL For More Information:

[www.sec.gov/rules/final/ic-26520.htm](http://www.sec.gov/rules/final/ic-26520.htm)

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**Related RIN:** Related to 3235-AH48

**RIN:** 3235-AJ00

#### 4244. COVERED SECURITIES FOR PURPOSES OF THE SECURITIES ACT OF 1933

**Priority:** Substantive, Nonsignificant

**Legal Authority:** 15 USC 77r(b)(1)(B); 15 USC 77s(a)

**CFR Citation:** 17 CFR 230.146

**Legal Deadline:** None

**Abstract:** The Commission amended Rule 146(b) to add the International Securities Exchange, Inc. (ISE) and designate securities listed on that exchange as covered securities under section 18 of the Securities Act of 1933. The amendment is based on a finding that the ISE's listing standards are substantially similar to those of the American Stock Exchange.

#### Timetable:

Action	Date	FR Cite
NPRM	03/26/04	69 FR 16154
NPRM Comment Period End	04/26/04	
Final Action	07/20/04	69 FR 43295
Final Action Effective	08/19/04	

#### Regulatory Flexibility Analysis

**Required:** No

## SEC—Division of Market Regulation

## Completed Actions

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rules/final/33-8442.htm](http://www.sec.gov/rules/final/33-8442.htm)

**Agency Contact:** Brian Scott

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**RIN:** 3235-AJ03

**4245. PROPOSED RULE CHANGES OF SELF-REGULATORY ORGANIZATIONS**

**Priority:** Substantive, Nonsignificant

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

**CFR Citation:** 17 CFR 240.19b-4; 17 CFR 232.101; 17 CFR 249.819

**Legal Deadline:** None

**Abstract:** The Commission proposed to amend certain requirements relating to proposed rule changes to require SROs to file them electronically with the Commission. Additionally, the Commission proposed to make minor technical amendments to the requirements for SRO rule changes to modernize the SRO rule filing process, improve the transparency of the rule filing process, and assure that all SRO members and other interested persons have ready access to an accurate, up-to-date version of SRO rules.

**Timetable:**

Action	Date	FR Cite
NPRM	04/05/04	69 FR 17864
NPRM Comment Period End	06/04/04	
Final Action	10/08/04	69 FR 60288
Final Action Effective	11/08/04	

**Regulatory Flexibility Analysis Required:** No

**Small Entities Affected:** No

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rules/proposed/34-49505.htm](http://www.sec.gov/rules/proposed/34-49505.htm)

**Agency Contact:** Joseph P. Morra, Special Counsel, Division of Market Regulation, Securities and Exchange Commission, 450 5th Street NW, Washington, DC 20549-1001  
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**RIN:** 3235-AJ20

**4246. DEFINITION OF TERMS IN AND SPECIFIC EXEMPTIONS FOR BANKS, SAVINGS ASSOCIATIONS, AND SAVINGS BANKS UNDER SECTIONS 3(A)(4) AND 3(A)(5) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Priority:** Substantive, Nonsignificant

**Legal Authority:** PL 106-102

**CFR Citation:** 17 CFR 240.3a4-2; 17 CFR 240.3a4-3; 17 CFR 240.3a-51; 17 CFR 240.3b-17; 17 CFR 240.3b-18; 17 CFR 200.30-3; 17 CFR 240.3a4-4 to 3a4.6; 17 CFR 240.15a-7 to 15a-9

**Legal Deadline:** Other, Statutory, May 12, 2001, Title II of the Gramm-Leach-Bliley Act required banks to shift certain securities activities to registered broker-dealers by May 12, 2001.

**Abstract:** The Commission issued guidance related to the meaning of terms added to the Exchange Act by the Gramm-Leach-Bliley Act of 1999. The Commission amended the guidance regarding the definition of “dealer” on February 24, 2003, and extended the implementation date for the guidance

regarding the definition of “dealer” until September 30, 2003. The Commission has also proposed Regulation B, which would amend the guidance regarding definitions of terms within the bank “broker” exceptions and extend the implementation date for that guidance until January 6, 2004.

**Timetable:**

Action	Date	FR Cite
Interim Final Rule	05/18/01	66 FR 27760
Interim Final Rule Comment Period End	07/17/01	
Comment Period Extended	07/24/01	66 FR 38370
Interim Final Rule Extended	07/24/01	66 FR 38370
Comment Period End	09/04/01	
Interim Final Rule Extended	05/08/02	
NPRM for Dealer Rules	11/05/02	67 FR 67495
Comment Period for Dealer Rule End	12/05/02	
Final Dealer Rule	02/24/03	68 FR 8686
Interim Final Rule Extended	04/08/03	
Effective Date for Dealer Rule	09/30/03	

**Regulatory Flexibility Analysis Required:** No

**Government Levels Affected:** None

**URL For More Information:**

[www.sec.gov/rules/final/34-47364.htm](http://www.sec.gov/rules/final/34-47364.htm) and [www.sec.gov/rules/other/34-47649.htm](http://www.sec.gov/rules/other/34-47649.htm)

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**RIN:** 3235-AI19

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

**Proposed Rule Stage**

**4247. ● 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:

(1) Define the term “PCAOB Rule;”

(2) Establish a PCAOB record retention requirement;

(3) Establish procedures for the Commission’s interim review of PCAOB inspection reports; and

(4) Clarify certain PCAOB rulemaking requirements.

**Timetable:**

Action	Date	FR Cite
NPRM	06/00/05	

## SEC—Offices and Other Programs

## Proposed Rule Stage

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

Undetermined

**Federalism:** Undetermined**Agency Contact:** Sandra Folsom  
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## Securities and Exchange Commission (SEC)

## Long-Term Actions

## Offices and Other Programs

**4248. 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**Agency Contact:** Susan Koski-Grafer,  
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**RIN:** 3235-AH65**4249. 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

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