

MEMO# 2391

December 17, 1990

SEC PROPOSED AMENDMENT TO RULE 31A-2

December 17, 1990 TO: CLOSED-END FUND COMMITTEE NO. 27-90 OPERATIONS
COMMITTEE NO. 27-90 SEC RULES COMMITTEE NO. 65-90 ACCOUNTING/TREASURERS
COMMITTEE NO. 38-90 INDEPENDENT ACCOUNTANTS ADVISORY GROUP TRANSFER AGENT
ADVISORY COMMITTEE NO. 52-90 INTERNATIONAL FUNDS TASK FORCE NO. 30-90
COMPLIANCE COMMITTEE NO. 2-90 RE: SEC PROPOSED AMENDMENT TO RULE 31a-2

Enclosed for your information is a copy of the Institute's comment letter on the recent SEC proposal to amend Rule 31a-2 of the '40 Act. The proposal itself is also enclosed only for those committees that did not receive it previously. We solicited comments from members of a number of committees for the preparation of the letter and would like to thank everyone that provided input on this proposal. At the SEC/ICI Procedures Conference on December 6 and 7, a representative of the Commission announced that they would be interested in receiving additional responses on the 31a-2 proposal through the end of the year despite the official due date of December 10, 1990. If you have any additional comments please forward them to the undersigned. Also, if you have submitted or plan to submit comments to the SEC directly, please forward a copy of your comment letter for our records. Diane Butler Director - Operations/ Fund Custody Enclosure

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