

MEMO# 2729

May 1, 1991

SEC SEMIANNUAL REGULATORY AGENDA

1 * New item. May 1, 1991 TO: CLOSED-END FUND COMMITTEE NO. 8-91 INVESTMENT ADVISERS COMMITTEE NO. 20-91 SEC RULES COMMITTEE NO. 25-91 UNIT INVESTMENT TRUST COMMITTEE NO. 20-91 RE: SEC SEMIANNUAL REGULATORY AGENDA

The Securities and Exchange Commission recently published its semiannual regulatory flexibility agenda announcing intended rulemaking actions. A copy of the agenda is attached. The Commission is requesting comments by June 28, 1991. Please provide me with any comments you have on the agenda by June 14. Set forth below are agenda items which are of particular relevance to investment companies and investment advisers. Entries specified as priority items are so designated. The agenda indicates that mutual fund governance, the proposed amendments to Rules 12b-1 and 17d-3, and proposed Rule 6c-10, are no longer being considered as separate rulemaking proposals, but are being considered as part of the staff's comprehensive study of the 1940 Act. In addition, the agenda shows that the staff has completed its review of Rule 28b-1 under the 1940 Act, with no changes recommended. Prerule Stage: Comprehensive study of the Investment Company Act of 1940. (p. 18382) AGENCY PRIORITY (but no timetable specified) Review of Rule 30d-1 under the 1940 Act (reports to stockholders of management companies). (p. 18382)*1 Review of Rule 3c-2 under the 1940 Act (definition of beneficial ownership in small business investment companies). (p. 18383)* Review of 7d-1 under the 1940 Act, regarding conditions and arrangements for Canadian management investment companies seeking to register. (p. 18383)* Review of Rule 3a-2 under the 1940 Act (transient investment companies). (p. 18383)* Review of Rule 30b2-1 under the 1940 Act (filing of copies of reports to stockholders). (p. 18383)* Review of Rule 3a-3 under the 1940 Act (certain investment companies owned by companies which are not investment companies). (p. 18383)* Review of Rule 17a-7 under the 1940 Act (exemption of certain purchase or sale transactions between an investment company and certain affiliated persons thereof). (p. 18384)* Review of Rule 30d-2 under the 1940 Act (reports to shareholders of unit investment trusts). (p. 18384)* Review of Rule 16a-1 under the 1940 Act (exemption of directors of registered separate account from requirement of election by security holders). (p. 18384)* Review of Rule 57b-1 under the 1940 Act (exemption for downstream affiliates of business development companies). (p. 18384)* Review of Rule 3a-1 under the 1940 Act (certain prima facie investment companies). (p. 18384)* Review of Rule 60a-1 under the 1940 Act (exemption for certain business development companies from Section 12(d)(1)(A) and (C) of the 1940 Act under certain circumstances). (p. 18384)* Review of Form N-1 (registration statement for open-end management investment companies). (p. 18385)* Proposed Rule Stage: Reproposed Form N-7, a simplified registration form for unit investment trusts. (p. 18389) AGENCY PRIORITY (but no timetable specified) Revision of investment company proxy rules. (p. 18390) Technical amendments to Form N-1A and Rules 24f-1 and 24f-2. (p. 18390) Advertising by unit investment trusts. (p. 18390) AGENCY PRIORITY (but no

timetable specified) Exemption from 1940 Act for certain two-tier real estate limited partnerships. (p. 18390) Revisions to the registration and the annual supplement forms used by investment advisers. (p. 18391) Proposed rule permitting certain futures commission merchants to maintain custody of investment company assets. (p. 18391) Rulemaking for investment company filing on operational EDGAR system. (p. 18392) AGENCY PRIORITY (notice of proposed rulemaking scheduled to be issued 12/91) Rescission of temporary rules adopted to provide exemptive relief to certain money market funds under the 1940 Act in response to credit control regulations adopted, and subsequently terminated, by the Federal Reserve Board. (p. 18392)* Tax-exempt money market fund rule proposals. (p. 18392)* AGENCY PRIORITY (notice of proposed rulemaking scheduled to be issued 6/91) Final Rule Stage: Proposed rules to require registrants to include a report of management's responsibilities in Form N-SAR and annual reports to shareholders. (p. 18393) AGENCY PRIORITY (but no timetable specified) Multijurisdictional disclosure system that would permit certain Canadian issuers to register securities in the U.S. using disclosure documents prepared in compliance with Canadian regulatory requirements. (p. 18393) AGENCY PRIORITY (but no timetable specified) Proposed revisions to Regulation 13D-G to improve the meaningfulness of Schedule 13D and reduce the reporting obligations of non-institutional investors that have a passive investment purpose. (p. 18393) Amendments to Form N-2. (P. 18396) Disclosure of security ratings in registration statements of money market funds. (p. 18396) Amendments to Rule 31a-2 under the 1940 Act to clarify location and language aspects of the recordkeeping requirements for investment companies investing in foreign securities. (p. 18397) (final action scheduled for 9/91) Disclosure and analysis of mutual funds performance information; portfolio manager disclosure. (p. 18397) AGENCY PRIORITY (final action scheduled for 6/91) Amendments to expand the breadth of Rule 6c-9 and ease the filing requirements for Form N-6C9 under the 1940 Act. (p. 18397) AGENCY PRIORITY (final action scheduled for 9/91) Frances M. Stadler Assistant General Counsel Attachment