

MEMO# 3768

May 11, 1992

SEC SEMIANNUAL REGULATORY AGENDA

May 11, 1992 TO: CLOSED-END FUND COMMITTEE NO. 10-92 INVESTMENT ADVISERS
COMMITTEE NO. 21-92 SEC RULES COMMITTEE NO. 31-92 UNIT INVESTMENT TRUST
COMMITTEE NO. 26-92 RE: SEC SEMIANNUAL REGULATORY AGENDA

The Securities and Exchange Commission recently published its semiannual regulatory agenda announcing intended rulemaking actions. Set forth below are agenda items which are of particular relevance to investment companies and investment advisers. New items are marked with an asterisk (*). Among the new items of note are: (1) consideration of proposed amendments to Rule 17f-5, based on comments indicating that the current definition of "eligible foreign custodian" and other provisions of the rule are too restrictive, and (2) consideration of a proposed rule defining the conditions under which an open-end management investment company may issue multiple classes of securities, codifying elements of prior exemptive orders. A copy of the full agenda is attached. The Commission is requesting comments by June 26, 1992. Please provide me with any comments you have on the agenda by June 15. Prerule Stage: Simplification of registration statements filed by, and advertising rules for, unit investment trusts. (p. 18421) Technical Amendments to Rules 24f-1 and 24f-2. (p. 18422) Exemption from the 1940 Act for certain two-tier real estate limited partnerships. (p. 18423) Comprehensive study of the Investment Company Act of 1940. (p. 18428) Multijurisdictional disclosure with the United Kingdom. (p. 18433) Review of Rule 3a-2 under the 1940 Act (transient investment companies). (p. 18433) Review of Rule 3a-3 under the 1940 Act (certain investment companies owned by non-investment companies). (p. 18434) Review of Rule 16a-1 under the 1940 Act (exemption of directors of registered separate accounts from election requirement). (p. 18434) Review of Rule 3a-1 under the 1940 Act (certain prima facie investment companies). (p. 18434) Review of Form N-1 under the 1940 Act. (p. 18435) Review of Rules 0-2 through 0-7 under the Investment Advisers Act. (p. 18440)* Proposed Rule Stage: Revision of investment company proxy rules. (p. 18421) Revisions to Form ADV and related rules. (p. 18424) Rulemaking for investment company filing on operational EDGAR system. (p. 18428) Proposed amendments to proxy rules. (p. 18430) Tax-exempt money market fund rule proposals. (p. 18431) Temporary risk assessment recordkeeping and reporting requirements for brokers and dealers. (p. 18436) Amendments to investment company registration forms. (p. 18437) Proposed amendments to Rule 12d3-1 under the 1940 Act. (p. 18437) Proposed amendments to Form BD. (p. 18437) Proposed amendments to Rule 3a-5 under the 1940 Act to expand the exemption to cover finance subsidiaries of U.S. banks and insurance companies. (p. 18439) Proposed amendments to Rule 17f-5 under the 1940 Act. (p. 18440)* Proposed rule to define the conditions under which an open-end management investment company may issue multiple classes of securities. (p. 18440)* Proposed Rules 2a19-2 and 2a3-1 under the 1940 Act to provide comparable treatment for investment companies organized as limited partnerships. (p. 18440)* Final Rule Stage: Amendments to Form N-2. (p. 18422) Proposed amendments

to Regulation D-G to improve the meaningfulness of Schedule 13D and reduce the reporting obligations of non-institutional investors that have a passive investment purpose. (p. 18424) Proposed Rule 801 and registration forms for rights offerings. (p. 18425) Amendment 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. 18426) Disclosure and analysis of mutual funds performance information; portfolio manager disclosure. (p. 18428) International tender and exchange offers. (p. 18429) Proposed large trader reporting system. (p. 18436) Rule 6c-10 under the 1940 Act (deferred sales loads) and related amendment to Item 2 of Form N-1A. (p. 18439)* Completed Actions: Disclosure of security ratings in registration statements of money market funds. (Now being considered in conjunction with tax-exempt money market fund rule proposals.) (p. 18422) Advertising by unit investment trusts. (Now being considered in conjunction with simplification of registration statements filed by unit investment trusts.) (p. 18423) Proposed rules to require registrants to include a report of management's responsibilities in Form N-SAR and annual reports to shareholders. (Consideration terminated.) (p. 18424) Custody of investment company assets with registered futures commission merchants. (Withdrawn) (p. 18425) Exemption from registration under the 1940 Act for certain smaller investment advisers. (Withdrawn) (p. 18425) Proposed amendments to Rule 6c-9 and Form N6C-9 under the 1940 Act. (Withdrawn upon the adoption of Rule 3a-6.) (p. 18429) Rescission of temporary rules providing exemptions to certain money market funds. (p. 18431) Acceptance of signature guarantees from eligible guarantor institutions. (p. 18432) Review of Rule 30d-1 under the 1940 Act (reports to stockholders of management companies). (p. 18433) Review of Rule 3c-2 under the 1940 Act (definition of beneficial ownership in small business investment companies). (p. 18433) Review of Rule 7d-1 under the 1940 Act (conditions and arrangements for Canadian management investment companies seeking to register). (p. 18433) Review of Rule 30b2-1 under the 1940 Act (filing of copies of reports to stockholders). (p. 18434) Review of Rule 17a-7 under the 1940 Act (exemption for certain affiliated transactions). (p. 18434) Review of Rule 30d-2 under the 1940 Act (reports to shareholders of unit investment trusts). (p. 18434) Rules to reflect amendments to 1934 Act regarding shareholder communications. (p. 18435) Amendments to Form N-SAR. (Withdrawn) (p. 18437) Public disclosure of material short positions. (Withdrawn) (p. 18438) Amendments to confirmation requirements under Rule 10b-10. (Withdrawn) (p. 18438) Frances M. Stadler Assistant General Counsel Attachment