

MEMO# 3255

November 7, 1991

SEC SEMIANNUAL REGULATORY AGENDA

November 7, 1991 TO: CLOSED-END FUND COMMITTEE NO. 29-91 INVESTMENT ADVISERS COMMITTEE NO. 54-91 SEC RULES COMMITTEE NO. 63-91 UNIT INVESTMENT TRUST COMMITTEE NO. 36-91 RE: SEC SEMIANNUAL REGULATORY AGENDA

The Securities and Exchange Commission recently published its semiannual regulatory flexibility agenda announcing intended rulemaking actions. 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. New items are marked with an asterisk (*). Among the new items of note are: (1) consideration of amendments to investment company regulation forms, as a result of a recent federal district court case in which the court held that a fund policy of "freezing" time under certain circumstances in connection with determining the applicable level of a contingent deferred sales charge did not have to be disclosed in the fund's prospectus (see p. 54419), and (2) possible amendments to the confirmation requirements of Rule 10b-10 under the 1934 Act to (among other things) require disclosure of investment company sales charges and codify staff interpretations permitting quarterly confirmation of dividend reinvestments (see p. 54418). In addition, the agenda indicates that the proposed amendments to Rule 12d3-1 under the 1940 Act, which previously were withdrawn by the Division of Investment Management to be considered in the context of the staff's comprehensive 1940 Act study, are now being considered as a separate rulemaking proposal (see p. 54426). A copy of the full agenda is attached. The Commission is requesting comments by December 31, 1991. Please provide me with any comments you have on the agenda by December 13.

Prerule Stage: Multijurisdictional disclosure with the United Kingdom. (p. 54415) Public disclosure of material short positions. (p. 54417)* Amendments to Rule 10b-10 under the 1934 Act (confirmation requirements). (p. 54418)* Technical amendments to Form N-1A and Rules 24f-1 and 24f-2. p. 54418 Advertising by unit investment trusts. (p. 54418) AGENCY PRIORITY Exemption from 1940 Act for certain two-tier real estate limited partnerships. (p. 54418) Revisions to the registration and the annual supplement forms used by investment advisers. (p. 54419) Proposed rule permitting certain futures commission merchants to maintain custody of investment company assets. (p. 54419) Comprehensive study of the Investment Company Act of 1940. (p. 54419) AGENCY PRIORITY Amendments to investment company regulation forms. (p. 54419)* Amendments to Form N-SAR. (p. 54420)*

Proposed 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. 54420) AGENCY PRIORITY (but no timetable specified) Rules to reflect amendments to 1934 Act regarding shareholder communications (proxy and information statement forwarding requirements). (p. 54422) Acceptance of signature guarantees from eligible guarantor institutions. (p. 54423) AGENCY PRIORITY Large trader reporting system. (p. 54424) AGENCY PRIORITY Temporary risk assessment recordkeeping and reporting requirements for brokers and dealers. (p. 54424) AGENCY PRIORITY Proposed

amendments to Form BD. (p. 54424)* Reproposed Form N-7, a simplified registration form for unit investment trusts. (p. 54424) AGENCY PRIORITY (but no timetable specified) Revision of investment company proxy rules. (p. 54425) Disclosure of security ratings in registration statements of money market funds. (p. 54425) Exemption from registration under the Advisers Act for certain smaller investment advisers. (p. 54425) Tax-exempt money market fund rule proposals. (p. 54425) AGENCY PRIORITY Proposed amendments to Rule 12d3-1 under the 1940 Act. (p. 54426)* Final Rule Stage: 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. 54426) Rule 801 and registration forms for rights offerings. (p. 54427)* AGENCY PRIORITY International tender and exchange offers. (p. 54428)* AGENCY PRIORITY Proposed amendments to proxy rules. (p. 54428)* AGENCY PRIORITY Amendments to Form N-2. (p. 54430) 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. 54431) Disclosure and analysis of mutual funds performance information; portfolio manager disclosure. (p. 54431) AGENCY PRIORITY Rulemaking for investment company filing on operational EDGAR system. (p. 54431) AGENCY PRIORITY Amendments to expand the breadth of Rule 6c-9 and ease the filing requirements for Form N-6C9 under the 1940 Act. (p. 54432) AGENCY PRIORITY (Note: Rule 6c-9 and Form N6C9 were rescinded upon the adoption of Rule 3a-6, effective November 4, 1991.) 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. 54432) (Note: These rules were rescinded effective November 1, 1991.) Review of Rule 30d-1 under the 1940 Act (reports to stockholders of management companies). (p. 54432) Review of Rule 3c-2 under the 1940 Act (definition of beneficial ownership in small business investment companies). (p. 54433) Review of Rule 7d-1 under the 1940 Act, regarding conditions and arrangements for Canadian management investment companies seeking to register. (p. 54433) Review of Rule 3a-2 under the 1940 Act (transient investment companies). (p. 54433) Review of Rule 30b2-1 under the 1940 Act (filing of copies of reports to stockholders). (p. 54433) Review of Rule 3a-3 under the 1940 Act (certain investment companies owned by companies which are not investment companies). (p. 54433) 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. 54434) Review of Rule 30d-2 under the 1940 Act (reports of shareholders of unit investment trusts). (p. 54434) Review of Rule 16a-1 under the 1940 Act (exemption of directors of registered separate account from requirement of election by security holders). (p. 54434) Review of Rule 57b-1 under the 1940 Act (exemption for downstream affiliates of business development companies). (p. 54434) Review of Rule 3a-1 under the 1940 Act (certain prima facie investment companies). (p. 54434) 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. 54434) Review of Form N-1 (registration statement for open-end management investment companies). (p. 54435) Frances M. Stadler Assistant General Counsel Attachment