

MEMO# 4447

January 22, 1993

ARTICLE 8 OF UCC UNDER REVISION BY NATIONAL CONFERENCE OF COMMISSIONERS ON UNIFORM STATE LAWS

January 22, 1993 TO: SEC RULES COMMITTEE NO. 8-93 OPERATIONS COMMITTEE NO. 3-93
RE: ARTICLE 8 OF UCC UNDER REVISION BY NATIONAL CONFERENCE OF COMMISSIONERS
ON UNIFORM STATE LAWS _____ As you
may be aware, in the Spring of 1991, a drafting committee was formed by the National
Conference of Commissioners on Uniform State Laws ("NCCSL") to revise Article 8 of the
Uniform Commercial Code. Article 8 sets forth the rules governing the holding, registration
and transfer of investment securities. The focus of this project is to provide a structure of
commercial and property rules for the indirect system of securities holding through
securities intermediaries that has developed in recent years. Over the past several months,
the Institute has been reviewing the proposed revisions to Article 8 ("the Amendment") in
order to identify issues of particular concern to the investment company industry. Attached
is a memorandum, prepared by the Institute, summarizing the proposed principal changes
reflected in the Amendment and certain of the issues impacting investment companies.
Also attached is a copy of the most recent draft of the proposed revision to Article 8 (dated
January 4, 1993) and a memorandum from the Reporter of the Drafting Committee
summarizing the changes from the October 6, 1992 draft. Please be aware that the January
4th draft contains text only and does not include the Reporter's Introductory Note and
comments to the major provisions of the revision. If you would like to obtain a copy of the
prior draft for review, please contact me at (202) 955-3517. Please provide me with any
comments you have on the proposed revision to Article 8 as soon as possible. Patricia Louie
Associate Counsel Attachments