

volatility data covering 95 percent of all movements.<sup>7</sup>

GSCC currently has no active category 2 members. GSCC believes that certain entities that meet the eligibility requirements for category 2 membership and that recognize the many benefits of GSCC's netting system have not applied for membership because they consider the liquidity burden associated with the current clearing fund calculation for category 2 members to be too onerous. In order to broaden the availability of GSCC's netting services, GSCC proposes to allow for offsets in the clearing fund calculation for category 2 members. The current prohibition of offsets for category 2 members was implemented years ago as a conservative measure designed to avoid any risk arising from the creation of the category 2 level. Now, after many years of experience in conducting risk assessments, netting, and calculating margin, GSCC believes that prohibiting offsets is overly conservative and punitive. In addition, expanding the roster of GSCC netting members should also enhance the netting benefits for the existing members that currently trade with potential category 2 members.

Recognizing that category 2 members have smaller net worth bases and may therefore be deemed to pose a greater risk of default than category 1 members, the margin factors applied to category 2 members will continue to be set at the 99 percent confidence level (versus 95 percent for category 1 members). Furthermore, category 2 members will still be required to make an election regarding the receipt of forward margin. By permitting certain offsets for category 2 members and at the same time maintaining the more stringent margin factor requirements, GSCC will collect sufficient margin from category 2 members while expanding the range of netting members in a prudent manner.

## II. Discussion

The Commission finds that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder and particularly with the requirements of Section 17A(b)(3)(F) <sup>8</sup> of the Act. Section 17A(b)(3)(F) of the Act requires that the rules of a clearing agency be designed to promote the prompt and accurate clearance and settlement of securities transactions and to assure the safeguarding of securities and funds which are in the custody or control of

the clearing agency or for which it is responsible. The Commission finds that GSCC's rule change meets these requirements because it should result in additional broker-dealers and banks becoming GSCC netting members, which will promote the prompt and accurate clearance and settlement of securities transactions. In addition, by maintaining the more stringent margin factor requirements for category 2 members, GSCC should collect sufficient margin from duly approved category 2 members to allow GSCC to assure the safeguarding of securities and funds even while permitting certain offsets for category 2 members.

## III. Conclusion

On the basis of the foregoing, The Commission finds that the proposed rule change is consistent with the requirements of the Act and in particular with the requirements of Section 17A of the Act and the rules and regulations thereunder.

It is therefore ordered, pursuant to Section 19(b)(2) of the Act, that the proposed rule change (File No. SR-GSCC-00-08) be, and hereby is, approved.

For the Commission by the Division of Market Regulation pursuant to delegated authority.<sup>9</sup>

**Jonathan G. Katz,**

*Secretary.*

[FR Doc. 01-21164 Filed 8-21-01; 8:45 am]

BILLING CODE 8010-01-M

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-44709; File No. SR-Phlx-2001-71]

### Self-Regulatory Organizations; Notice of Filing and Order Granting Accelerated Approval of Proposed Rule Change by the Philadelphia Stock Exchange, Inc. Relating to the Trading of Standardized Equity Options on Trust Issued Receipts

August 16, 2001.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act") <sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on July 19, 2001, the Philadelphia Stock Exchange, Inc. ("Phlx" or "Exchange") filed with the Securities and Exchange Commission ("Commission") the proposed rule change, and amended such proposed rule change on August

13, 2001,<sup>3</sup> as described in Items I and II below, which Items have been prepared by the Phlx. The Commission is publishing this notice to solicit comments on the proposed rule change, as amended, from interested persons and to approve the proposal and Amendment No. 1 on an accelerated basis.

### I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to adopt new listing and maintenance standards to allow for trading of standardized equity options on trust issued receipts. Below is the text of the proposed rule change. Proposed new language is in *italics*.

\* \* \* \* \*

#### Rule 1009. Criteria for Underlying Securities

Rule 1009(a)-(c)—No change.

\* \* \* \* \*

#### Commentary

.01-.06—No change.

*.07 Securities deemed appropriate for options trading shall include shares or other securities ("Trust Issued Receipts") that are principally traded on a national securities exchange or through the facilities of a national securities association and reported as a national market security, and that represent ownership of the specific deposited securities held by a trust, provided:*

*(a)(i) the Trust Issued Receipts meet the criteria and guidelines for underlying securities set forth in Commentary .01 to this Rule 1009; or*

*(ii) the Trust Issued Receipts must be available for issuance or cancellation each business day from the Trust in exchange for the underlying deposited securities; and*

*(b) not more than 20% of the weight of the Trust Issued Receipt is represented by ADRs on securities for which the primary market is not subject to a comprehensive surveillance agreement.*

\* \* \* \* \*

#### Rule 1010. Withdrawal of Approval of Underlying Securities

Rule 1010—No change.

\* \* \* \* \*

<sup>3</sup> Amendment No. 1 added language stating that options on trust issued receipts will be physically-settled and have the American-style exercise feature and that FLEX Equity options will be available with both the American-style and European-style exercise feature. See letter from Carla Behnfeldt, Director, New Product Development Group, Legal Department, Phlx, to Nancy Sanow, Assistant Director, Division of Market Regulation, SEC, dated August 10, 2001.

<sup>7</sup> A category 2 member that elects to receive credit forward margin amounts will have higher margin factors than a category 2 member that does not make that election.

<sup>8</sup> 15 U.S.C. 78q-1(b)(3)(F).

<sup>9</sup> 17 CFR 200.30-3(a)(12).

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

## Commentary

.01-.08—No change.

.09—Absent exceptional circumstances, securities initially approved for options trading pursuant to Commentary .07 to Phlx Rule 1009 (such securities are defined and referred to in that Commentary as “Trust Issued Receipts”) shall not be deemed to meet the Exchange’s requirements for continued approval, and the Exchange shall not open for trading any additional series of option contracts of the class covering such Trust Issued Receipts, whenever the Trust Issued Receipts are delisted and trading in the Receipts is suspended on a national securities exchange, or the Trust Issued Receipts are no longer traded as national market securities through the facilities of a national securities association. In addition, the Exchange shall consider the suspension of opening transactions in any series of options of the class covering Trust Issued Receipts in any of the following circumstances:

(1) In accordance with the terms of Commentary .01 of this Rule in the case of options covering Trust Issued Receipts when such options were approved pursuant to paragraph (a)(i) of Commentary .07 under Rule 1009;

(2) The Trust has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Trust Issued Receipts for 30 or more consecutive trading days;

(3) The Trust has fewer than 50,000 receipts issued and outstanding;

(4) The market value of all receipts issued and outstanding is less than \$1,000,000; or

(5) Such other event shall occur or condition exist that in the opinion of the Exchange makes further dealing in such options on the Exchange inadvisable.

.10 For Holding Company Depositary Receipts (HOLDRs), the Exchange will not open additional series of options overlying HOLDRs (without prior Commission approval) if: (1) the proportion of securities underlying standardized equity options to all securities held in a HOLDRs trust is less than 80% (as measured by their relative weightings in the HOLDRs trust); or (2) less than 80% of the total number of securities held in a HOLDRs trust underlie standardized equity options.

\* \* \* \* \*

## II. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the Phlx included statements concerning

the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item III below. The Phlx has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

### A. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

#### 1. Purpose

The purpose of the proposed rule change is to provide for the trading of options, including FLEX equity options, on trust issued receipts. The Exchange believes that the listing and maintenance criteria proposed in its new rule are consistent with the options listing and maintenance criteria proposed in its new rule are consistent with the options listing and maintenance criteria for trust issued receipts currently used by the American Stock Exchange LLC (“Amex”), the Chicago Board Options Exchange, Inc. (“CBOE”), the Pacific Exchange, Inc. (“PCX”), and the International Securities Exchange (“ISE”).<sup>4</sup> Trust issued receipts are exchange-listed securities representing beneficial ownership of the specific deposited securities represented by the receipts.<sup>5</sup> They are negotiable receipts issued by a trust representing securities of issuers that have been deposited and are held on behalf of the holders of the trust issued receipts. Trust issued receipts, which trade in round-lots of 100, and multiples thereof, may be issued after their initial offering through a deposit with the trustee of the required number of shares of common stock of the underlying issuers. This characteristic of trust issued receipts is similar to that of exchange-traded fund shares, which

<sup>4</sup> See Securities Exchange Act Release Nos. 42947 (June 15, 2000), 65 FR 39211 (June 23, 2000) (approving SR-Amex-99-37); 43043 (July 17, 2000), 65 FR 46520 (July 28, 2000) (approving SR-CBOE-00-25); 44138 (March 30, 2001), 66 FR 19593 (April 16, 2001) (approving SR-PCX-2001-15); and 44331 (May 21, 2001), 66 FR 29193 (May 29, 2001) (approving SR-ISE-2001-11).

<sup>5</sup> The Exchange received approval to trade certain trust issued receipts on December 27, 2000. See Securities Exchange Act Release No. 43773 (December 27, 2000), 66 FR 838 (January 4, 2001) (approving SR-Phlx-00-31). Specifically, the Exchange received approval to trade the following Holding Company Depositary Receipts (“HOLDRs”), a type of trust issued receipt, pursuant to unlisted trading privileges: biotech, Broadband, business to business, Internet, Internet Architecture, Internet Infrastructure, Market 2000+, Pharmaceutical, Regional Bank, Semiconductor, Software, Telecom and Utilities HOLDRs. “HOLDRs” and “Holding Company Depositary Receipts” are service marks of Merrill Lynch & Co.

also may be created on any business day upon deposit of the requisite securities comprising a creation unit.<sup>6</sup> The trust will only issue receipts upon the deposit of the shares of underlying securities that are represented by a round-lot of 100 receipts. Likewise, the trust will cancel, and an investor may obtain, hold, trade or surrender trust issued receipts in a round-lot and round-lot multiples of 100 receipts.

Generally, options (including FLEX equity options) on trust issued receipts are proposed to be traded on the Exchange pursuant to the same rules and procedures that apply to trading in options on equity securities or indexes of equity securities. The Exchange will list option contracts covering 100 trust issued receipts, the minimum required round-lot-trading size for the underlying receipts. Strike prices for the non-FLEX contracts will be set to bracket the trust issued receipts at the same intervals that apply to other equity options under Phlx Rule 1012. The proposed position and exercise limits for non-FLEX options on trust issued receipts would be the same as those established for other non-FLEX equity options, as set forth in Phlx Rule 1001 and Phlx Rule 1002, respectively. The Exchange anticipates that most options on trust issued receipts will initially qualify for the lowest position limit. However, as with other equity options, applicable position limits will be increased for options if the volume of trading in the trust issued receipts increases to the extent needed to permit a higher limit consistent with Rule 1001. As is the case of all FLEX equity options, no position and exercise limits will be applicable to FLEX equity options overlying trust issued receipts.<sup>7</sup>

The listing and maintenance standards proposed for options on trust issued receipt are set forth respectively in proposed Commentary .07 to Phlx Rule 1009, and in proposed Commentary .09 to Phlx Rule 1010. Pursuant to the proposed initial listing standards, the Exchange will list only trust issued receipts that are principally traded on a national securities exchange or through the facilities of national securities association and reported as national market securities. In addition, the initial listing standards require that either: (i) the trust issued receipts meet the uniform options listing standards in Phlx Rule 1009(a), Commentary .01, which include criteria covering the

<sup>6</sup> The Exchange received approval to trade options on exchange-traded fund shares on February 2, 2001. See Securities Exchange Act Release No. 43921 (February 2, 2001), 66 FR 9739 (February 9, 2001) (approving SR-Phlx-00-107).

<sup>7</sup> See Phlx Rule 1079(d)(2).

minimum public float, trading volume, and share price of the underlying security in order to list the option,<sup>8</sup> or (ii) the trust issued receipts must be available for issuance or cancellation each business day from the trust in exchange for the underlying deposited securities.

In addition, listing standards for options on trust issued receipts will require that any American Depositary Receipts ("ADRs") in the portfolio on which the Trust is based for which the securities underlying the ADRs' primary markets are in countries that are not subject to comprehensive surveillance agreements will not in the aggregate represent more than 20 percent of the weight of the portfolio.

The Exchanges' proposed maintenance standards provide that if a particular series of trust issued receipts should cease to trade on an exchange or as national market securities in the over-the-counter market, there will be no opening transactions in the options on the trust issued receipts, and all such options will trade on a liquidation-only basis (*i.e.*, only closing transactions to permit the closing of outstanding open options positions will be permitted). In addition, the addition, the Exchange will consider the suspension of opening transactions in any series of options of the class covering trust issued receipts if: (i) The options fail to meet the option maintenance standards in Phlx Rule 1010, Commentary .01 when the options on trust issued receipts were listed pursuant to the equity option listing standards in Phlx Rule 1009, Commentary .01,<sup>9</sup> (ii) the trust has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of trust issued receipts for 30 or more consecutive trading days; (iii) the trust has fewer than 50,000 receipts issued and outstanding; (iv) the market value of all receipts issued and outstanding is less than \$1,000,000; or (v) such other

event shall occur or condition exists that, in the opinion of the Exchange, makes further dealing in such options on the Exchange inadvisable. Furthermore, the Exchange will not open additional series of options on any HOLDERS, a type of trust issued receipt, without prior Commission approval, if: (i) the proportion of securities underlying standardized equity options to all securities held in a HOLDERS trust is less than 80 percent (as measured by the relative weightings in the HOLDERS trust);<sup>10</sup> or (ii) less than 80 percent of the number of securities held by a HOLDER trust underlie standardized options.

Options on trust issued receipts will be physically-settled and will have the American-style exercise feature used on all non-FLEX equity options, and not the European style feature. The Exchange, however, also proposes to trade FLEX Equity options which will be available with both the American-style and European-style exercise feature, as well as other FLEX Equity features.<sup>11</sup>

The proposed margin requirements for options on trust issued receipts are at the same levels that apply to options generally under Phlx Rule 722, except, with respect to trust issued receipts based on a broad-based portfolio, minimum margin must be deposited and maintained equal to 100 percent of the current market value of the option plus 15 percent of the market value of equivalent units of the underlying security value. Trust issued receipts that hold securities based upon a narrow-based portfolio must have options margin that equals at least 100 percent of the current market value of the contract plus 20 percent of the market value of equivalent units of the underlying security value. In this respect, the margin requirements proposed for options on trust issued receipts are comparable to margin requirements that currently apply to broad-based and narrow-based index options. Also, holders of options on trust issued receipts that exercise and receive the underlying trust issued receipt must receive a product description or prospectus, as appropriate.

<sup>10</sup> The weight of each security in a HOLDER trust will be determined by calculating the sum of the number of shares of each security (represented by a single HOLDER) and underlying options multiplied by its respective share price divided by the sum of the number of shares of all securities (represented in a single HOLDER) multiplied by their respective share prices.

<sup>11</sup> An American-style option may be exercised at any time prior to its expiration. A European-style option, however, may be exercised only on its expiration date.

Lastly, the Exchange believes it has the necessary systems capacity to support the additional series of options that would result from the trading of options on HOLDERS.

## 2. Statutory Basis

The Exchange believes the proposed rule change is consistent with Section 6(b) of the Act<sup>12</sup> in general, and furthers the objectives of Section 6(b)(5)<sup>13</sup> in particular, in that it is designed to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, and, in general, to protect investors and the public interest.

### B. Self-Regulatory Organization's Statement on Burden on Competition

The Phlx does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

### C. Self-Regulatory Organization's State on Comments on the Proposed Rule Change Received from Members, Participants, or Others

No written comments were solicited or received with respect to the proposed rule change.

## III. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposal is consistent with the Act. Persons making written submissions should file six copies thereof with the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549-0609. Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change that are filed with the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Room. Copies of such filing will also be available for inspection and copying at the principal office of the Phlx. All submissions should refer to file number SR-Phlx-2001-71 and should be submitted by September 12, 2001.

<sup>12</sup> 15 U.S.C. 78f(b).

<sup>13</sup> 15 U.S.C. 78f(b)(5).

<sup>8</sup> Specifically, Rule 1009, Commentary .01 generally requires the underlying security to have a public float of 7,000,000 shares, 2,000 holders, trading volume of 2,400,000 shares, in the preceding 12 months, a share price \$7.50 for the majority of the business days during the three calendar months preceding the date of the selection, and that the issuer of the underlying security is in compliance with the Act.

<sup>9</sup> Specifically, Rule 1010, Commentary .01 generally provides that an underlying security will not meet the Exchange's requirements for continued listing when, among other things: (i) There are fewer than 6,300,000 publicly-held shares; (ii) there are fewer than 1,600 holders; (iii) trading volume was less than 1,800,000 shares in the preceding twelve months; or (iv) the share price of the underlying security closed below \$5 on a majority of the business days during the preceding 6 months.

#### IV. Commission's Findings and Order Granting Accelerated Approval of Proposed Rule Change

The Commission finds that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities exchange and, in particular, the requirements of Section 6(b)(5) of the Act.<sup>14</sup> The Commission notes that it has previously approved similar listing standards proposed by the Amex, the CBOE, the PCX, and the ISE for options on trust issued receipts, and it believes that the Phlx's proposal contains in adequate safeguards, matching those previously approved.<sup>15</sup> As the Commission found in its previous approvals of the listing standards proposed by the other exchanges, the listing and trading of options, including FLEX equity options, on exchange-traded trust issued receipts, should give investors a better means to hedge their positions in the underlying trust issued receipts. The Commission also believes that pricing of the underlying trust issued receipts may become more efficient, and market makers in these shares, by virtue of enhanced hedging opportunities, may be able to provide deeper and more liquid markets. In sum, the Commission believes that options on trust issued receipts likely will engender the same benefits to investors and the marketplace that exist with respect to options on common stock, thereby serving to promote the public interest, to remove impediments to a free and open securities market, and to promote efficiency, competition, and capital formation.<sup>16</sup>

The Commission finds that the Exchange's listing and delisting criteria for options on trust issued receipts are adequate. The proposed listing and maintenance requirements should ensure that there exist adequate supplies of the underlying trust issued receipts in case of the exercise of an option, and a minimum level of liquidity to control against manipulation and to allow for the maintenance of fair and orderly markets.<sup>17</sup> The Phlx's additional

requirements for opening additional series of options on HOLDERS will also ensure that the underlying securities are options eligible, and, for the most part, will satisfy minimum thresholds previously approved by the Commission.

The Commission also believes that the surveillance standards developed by the Phlx for options on trust issued receipts are adequate to address the concerns associated with the listing and trading of such securities. The Phlx's proposal to limit the weight of the portfolio that may be composed of ADRs whose primary markets are in countries that are not subject to comprehensive surveillance agreements is similar to that previously approved by the Commission.<sup>18</sup> As to domestically traded trust issued receipts themselves and the domestic stocks in the underlying portfolio, the Internmarket Surveillance Group ("ISG") Agreement will be applicable to the trading of options on trust issued receipts.<sup>19</sup>

Finally, the Commission believes that the Phlx's proposed margin requirements are appropriate. The Commission notes that they are comparable to margin requirements that currently apply to broad-based and narrow-based index options, and to those previously approved for use at the Amex, the CBOE, the ISE, and the PCX.<sup>20</sup>

The Commission finds good cause for approving the proposed rule change prior to the thirtieth day after the date of publication of the notice of filing thereof in the **Federal Register** pursuant to Section 19(b)(2) of the Act.<sup>21</sup> As noted above, the trading requirement for options on trust issued receipts at the Phlx will be substantially similar to those at the Amex, the CBOE, the ISE, and the PCX, which the Commission has previously approved.<sup>22</sup> The Commission does not believe that the proposed rule change raises novel regulatory issues that were not already addressed and should benefit holders of trust issued receipts by permitting them to use options to manage the risks of their positions in the receipts. Accordingly, the Commission finds that there is good cause, consistent with

Section 6(b)(5) of the Act,<sup>23</sup> to approve the proposal on an accelerated basis.

#### V. Conclusion

*It is therefore ordered*, pursuant to Section 19(b)(2) of the Act,<sup>24</sup> that the proposed rule change (SR-Phlx-2001-71) and Amendment No. 1 are hereby approved on an accelerated basis.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>25</sup>

**Jonathan G. Katz,**

*Secretary.*

[FR Doc. 01-21163 Filed 8-21-01; 8:45 am]

BILLING CODE 8010-01-M

#### SMALL BUSINESS ADMINISTRATION

##### Region IV—Georgia District Advisory Council Public Meeting

The Small Business Administration Region IV Georgia District Advisory Council, located in the geographical area of Atlanta, Georgia, will hold a public meeting on Friday, September 21, 2001 at 9:00 a.m. EST at the Hyatt Regency, 2 West Bay Street, Savannah, Georgia 31401, to discuss matters as may be presented by members, staff of the U.S. Small Business Administration, or others present.

Anyone wishing to make an oral presentation to the Board must contact Charles E. Anderson, District Director, in writing by letter or fax no later than September 7, 2001, in order to be put on the agenda. Charles E. Anderson, District Director, U.S. Small Business Administration, 233 Peachtree Street, NE, Suite 1900, Atlanta, Georgia 30303, (404) 331-0266 phone (404) 331-0269 fax.

**Steve Tupper,**

*Committee Management Officer.*

[FR Doc. 01-21126 Filed 8-21-01; 8:45 am]

BILLING CODE 8025-01-P

#### SMALL BUSINESS ADMINISTRATION

##### Declaration of Military Reservist Economic Injury Disaster Loan #R101

As a result of Public Law 106-50, the Veterans Entrepreneurship and Small Business Development Act of 1999, this notice establishes the application filing period for the Military Reservist Economic Injury Disaster Loan program. Effective August 24, 2001, small businesses employing military reservists may apply for economic injury disaster

<sup>14</sup> 15 U.S.C. 78f(b)(5).

<sup>15</sup> See *supra* note 4.

<sup>16</sup> In approving this proposed rule change, the Commission notes that it has considered the proposed rule's impact on efficiency, competition, and capital formation. 15 U.S.C. 78c(f).

<sup>17</sup> The Commission notes that even if options on trust issued receipts were not listed under the uniform equity option listing standards, the exchanges trading trust issued receipts generally require a minimum number of trust issued receipts to be outstanding before trading in a series of trust issued receipts may commence. See Amex Rule

1202; Boston Stock Exchange Guide, Chapter XXIV-A, Sec. 5; Chicago stock Exchange Guide, Rule 27; Cincinnati Stock Exchange, Rule 11.9(w); PCX Rule 8.200; and Phlx Rule 803(j).

<sup>18</sup> See *supra* note 4.

<sup>19</sup> ISG was formed on July 14, 1983, to, among other things, coordinate more effectively surveillance and investigative information sharing arrangements in the stock and options markets.

<sup>20</sup> See *supra* note 4.

<sup>21</sup> 15 U.S.C. 78s(b)(2).

<sup>22</sup> See *supra* note 4.

<sup>23</sup> 15 U.S.C. 78f(b)(5).

<sup>24</sup> 15 U.S.C. 78s(b)(2).

<sup>25</sup> 17 CFR 200.30-3(a)(12).