

#..SEC-21

System name:

Division of Investment Management Correspondence and Memoranda Files--
SEC.

System location:

Securities and Exchange Commission, Washington, DC 20549.

Categories of individuals covered by the system:

The records concern individuals who have requested "no-action" or interpretive advice and general correspondence from investment advisers and persons associated with them or investment companies.

Categories of records in the system:

The records contain interpretation of the Federal securities laws as they apply to a certain set of facts. Facts may describe the individual's relationship to a company or his role in a transaction. Addresses of individuals are included in the records.

Authority for maintenance of the system:

Most of the information in the files was submitted voluntarily. To the extent that information was solicited, such solicitation was done in reliance upon the Commission's general power to enforce the Investment Company Act, 15 U.S.C. 80a-41, the Investment Advisers Act, 15 U.S.C. 806-9, the Securities Exchange Act of 1934, 15 U.S.C. 78u, and the Securities Act of 1933, 15 U.S.C. 77s.

Routine uses of records maintained in the system, including categories of users and the purposes of such uses:

These records and the information contained in these records may be used as follows:

1. By the staff to aid in processing current requests for no-action or interpretative letters.
2. To assist in processing registration statements and reports and other documents filed with the Commission under the Investment Company Act or the Investment Advisers Act.
3. To respond to inquiries from Members of Congress, the press or the public concerning matters arising under the Investment Company Act and the Investment Advisers Act.
4. By SEC personnel for purposes of investigating possible violations of the Federal securities laws.
5. Where there is an indication of a violation or potential violation of law, whether civil, criminal or regulatory in nature, and whether arising by general statute or particular program statute, or by regulation, rule or order issued pursuant thereto, the relevant records in the system of records may be referred, as a routine use, to the appropriate agency, whether Federal, State, local, foreign or a securities self-regulatory organization charged with the responsibility of investigating or prosecuting such violation or charged with

enforcing or implementing the statute, or rule, regulation or order issued pursuant thereto.

6. In any proceeding where the Federal securities laws are in issue or in which the Commission or past or present members of its staff is a party or otherwise involved in an official capacity.

7. In connection with investigations or disciplinary proceedings by a State securities regulatory authority or by a securities self-regulatory organization involving one or more of its members.

8. A record from this system of records may be disclosed as a "routine use" to a Federal, State or local governmental authority maintaining civil, criminal or other relevant enforcement information or other pertinent information, such as current licenses, if necessary to obtain information relevant to an agency decision concerning the hiring or retention of an employee, the issuance of a security clearance, the letting of a contract, or the issuance of a license, grant or other benefit.

9. A record from this system of records may be disclosed to a Federal, State or local governmental authority, in response to its request, in connection with the hiring or retention of an employee, the issuance of a security clearance, the reporting of an investigation of an employee, the letting of a contract, or the issuance of a license, grant, or other benefit by the requesting agency, to the extent that the information is relevant and necessary to the requesting agency's decision on the matter.

10. In connection with proceedings by the Commission pursuant to Rule 2(e) of its rules of practice, 17 CFR 201.200(e).

11. When considered appropriate, records in this system may be referred to a bar association or similar Federal, State or local licensing authority for possible disciplinary action.

12. As a data source for management information for production of summary descriptive statistics and analytical studies in support of the function for which the records are collected and maintained or for related personnel management functions or manpower studies; may also be utilized to respond to general requests for statistical information (without personal identification of individuals) under the Freedom of Information Act or to locate specific individuals for personnel research or other personnel management functions.

In connection with their regulatory and enforcement responsibilities mandated by the Federal securities laws (as defined in section 21(g) of the Securities Exchange Act of 1934, 15 U.S.C. 78u(g)), or state or foreign laws regulating securities or other related matters, records in this system of records may be disclosed to national securities exchanges and national securities associations that are registered with the Commission, the Municipal Securities Rulemaking Board, the Securities Investor Protection Corporation, the federal banking authorities, including but not limited to, the Board of Governors of the Federal Reserve System, the Comptroller of the Currency, and the Federal Deposit Insurance Corporation, state securities regulatory or law enforcement agencies or organizations, or regulatory or law enforcement agencies of a foreign government.

Records in this system may be disclosed as a routine use to any trustee, receiver, master, special counsel, or other individual or entity that is appointed by a court of competent jurisdiction, or as a result of an agreement between the parties in connection with litigation or administrative proceedings involving allegations of violations of the Federal securities laws (as defined in section 21(g) of the Securities Exchange Act, 15 U.S.C. 78u(g)) or the Commission's rules of practice, 17 CFR 202.1 et seq. or otherwise, where such trustee, receiver, master, special counsel or other individual or entity is specifically designated to perform particular functions with respect to, or as a result of, the pending action or proceeding or in connection with the administration and enforcement by the Commission of the Federal securities laws or the Commission's rules of practice. Records in this system may, in the discretion of the Commission's staff, be disclosed to any person during the course of any inquiry or investigation conducted by the Commission staff, or in connection with civil litigation, if the staff has reason to believe that the person to whom the record is disclosed may have further information about the matters related therein, and those matters appeared to be relevant at the time to the subject matter of the inquiry.

A record or information in this system may be disclosed to any person with whom the Commission contracts to reproduce, by typing, photocopy or other means, any record within this system for use by the Commission and its staff in connection with their official duties or to any person who is utilized by the Commission to perform clerical or stenographic functions relating to the official business of the Commission.

Records or information in records contained in this system may be disclosed to members of advisory committees that are created by the Commission or by the Congress to render advice and recommendations to the Commission or to the Congress, to be used solely in connection with their official, designated functions.

Records or information in the records in this system may be disclosed as a routine use to any person who is or has agreed to be subject to the Commission's rules of conduct, 17 CFR 202.785-1 et seq., and who assists in the investigation by the Commission of possible violations of Federal securities laws (as defined in section 21(g) of the Securities Exchange Act of 1934, 15 U.S.C. 78u(g)), in the preparation or conduct of enforcement actions brought by the Commission for such violations, or otherwise in connection with the Commission's enforcement or regulatory functions under the Federal securities laws. Disclosure may be made to a congressional office from the record of an individual in response to an inquiry from the congressional office made at the request of that individual.

Policies and practices for storing, retrieving, accessing, retaining, and disposing of records in the system:

Storage:

Index cards and paper copies of memoranda and items of correspondence are kept in file cabinets.

Retrievability:

These records are indexed by name of registrant. Cross-indexing to individuals is available through the Commission's Name-Relationship Index system.

Safeguards:

Access to and use of these records are limited to those persons whose official duties require such access. Personnel screening is employed to prevent unauthorized disclosure. They are maintained in a building having 24-hour security guards.

Retention and disposal:

Records are maintained indefinitely.

System manager(s) and address:

Director, Division of Investment Management, Securities and Exchange Commission, 450 Fifth Street NW, Washington, DC 20549.

Notification procedure:

All requests to determine whether this system of records contains a record pertaining to the requesting individual may be directed to the Privacy Act Officer, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop O-5, Alexandria, VA 22312-2413.

Record access procedures:

Persons wishing to obtain information on the procedures for gaining access to or contesting the contents of these records may contact the Privacy Act Officer, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop O-5, Alexandria, VA 22312-2413.

Contesting record procedures:

See Record access procedures above.

Record source categories:

Personal information primarily is supplied by the individual. Some information may be supplied from other SEC personnel as a result of an investigation, litigation or documents filed by the individual or including information about the individual that are filed by an investment company or investment adviser.