



**The Credit Roundtable**  
In association with the Fixed Income Forum

October 27, 2016

Brent J. Fields  
Secretary  
Securities and Exchange Commission  
100 F Street, NE  
Washington, D.C. 20549-1090

File Number S7-19-16

Dear Mr. Fields:

We appreciate the opportunity to submit this letter in response to the request of the Securities and Exchange Commission (the “Commission”) for comments on its rule proposal related to the use of exhibit hyperlinks and HTML format.

The Credit Roundtable (“CRT”) was formed in 2007 by a group of large institutional fixed income managers. Currently, CRT has 35 member firms which include investment advisors, insurance companies, pension funds, and mutual funds, representing more than \$3.5 trillion of fixed-income assets under management. One of the CRT’s objectives is to improve the corporate bond market’s efficiency through increased transparency specifically as it relates to issuer communication. This letter represents the opinions of CRT but not necessarily the views of any specific firm, individual, or CRT member.

We support the Commission’s proposal to improve the EDGAR filing system’s functionality and accessibility by requiring the use of exhibit hyperlinks. We believe the time-savings resulting from hyperlinked exhibits will allow investors in the corporate bond market to make more informed and better decisions. Over the last 5 years, on a compounded basis, US Dollar investment-grade primary issuance has grown +12.9% and +7.2% by dollar volume (projected to be over \$1.3 trillion this year) and number of bonds (projected to be over 1,500), respectively. Even more remarkable, most new investment grade bond issues are announced and priced on the same day, oftentimes within a few hours. From the time issues are announced, investors generally have a very short period to analyze the offering, review the relevant documentation and decide if they are comfortable participating at the indicated price guidance. Adding hyperlinks to exhibit indices will increase transparency and save investors precious time when evaluating an offering.

**Institutional Investor**

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It is critical for investors to be able to quickly access the information they need to make informed investment decisions if the market is to see more days where as many as 17 different issuers (32 different bonds) come to market at the same time, and look to price the same day. Because the process of inserting hyperlinks into documents is not technically or administratively burdensome, we believe that the efficiency gains from this proposal far outweigh any associated compliance costs for issuers.

The proposed rule will significantly reduce the amount of time that will be required for potential investors to find and extract key information about issuers. Investors and others will be able to use hyperlinks to documents that are incorporated by reference to quickly and easily navigate disclosures about a specific issuer without having to search through the issuer's EDGAR files and review the exhibits to multiple previous filings. For example, many investment grade bond issuers have issued numerous debt instruments, sometimes as standalone offerings and sometimes as shelf offerings with indentures that could be the subject of numerous amendments over time.

It can be a painstaking exercise for an investor who may want to go beyond the summary disclosure in the offering document and review the relevant exhibits to find the ones specific to the offering they are looking at, particularly a shelf indenture that may have been subject to numerous amendments. As an example, JPMorgan has approximately 2,286 outstanding bonds and their latest S-3/A has 3 pages of exhibits listing the relevant indentures, including supplements and amendments [Exhibits 4(a)(1) through 4(r)(3)] dating back to 2001.

We also believe that investors in the corporate bond market will greatly benefit if access to documents filed as exhibits were also hyperlinked in a centralized location on EDGAR. The Commission's request for comment referenced such a possibility, by and for each registrant, that would require registrants to file and update a compilation of exhibits separately from the Form 10-K and other forms. We strongly support incorporating this recommendation into the proposed rule and would propose that such an exhibit list would be updated continuously as new exhibits are filed in registration statements and reports. Requiring one comprehensive exhibit list would eliminate the confusion of navigating various exhibit indices filed on different forms throughout the reporting cycle by ensuring that all exhibits are linked in one centralized location. We believe the Commission should require hyperlinks in both the exhibit indices for each filing and in a centralized comprehensive exhibit list.

We would be happy to discuss any questions the staff may have with respect to our comments. Questions may be directed to Cathy Scott.

Sincerely,



Cathy Scott

Director, Fixed Income Forum  
On Behalf of The Credit Roundtable

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