

**Division of Corporation Finance
Office of Rulemaking
U.S. Securities and Exchange Commission
November 7, 2005**

**Staff Statement on Certain Programming Changes to EDGAR
for Issuers of Asset-Backed Securities**

We are providing a guide, in question and answer format, to issuers of Asset-Backed Securities (ABS) regarding certain programming changes to the EDGAR system that have been made to support Regulation AB.¹ The discussion below represents the views of the Staff of the Division of Corporation Finance. Capitalized terms, unless otherwise defined, have the same meaning as in Regulation AB. This is not a rule, regulation, or statement of the Securities and Exchange Commission, and the Commission has neither approved nor disapproved this information.

If you have questions on the information presented in this statement, please refer to the EDGAR Filer Manual, or contact Katherine W. Hsu in the Office of Rulemaking, Division of Corporation Finance, at (202) 551-3430. Technical questions on filing on EDGAR should be directed to the Office of Filings and Information Services, Filer Technical Support, at (202) 551-8900.

Question #1: Which programming changes does this statement cover?

Answer: This statement covers the programming changes to EDGAR that enable:

- (1) an ABS Depositor, or in some instances, Sponsor, to request the creation of ABS Issuing Entities' Central Index Key, or CIK, numbers and access codes before the Depositor/Sponsor files the final prospectus pursuant to Securities Act Rule 424 ("424B prospectus") relating to each of the Issuing Entities; and
- (2) an ABS Issuing Entity to file as an initial filing a 424B prospectus, a report under Item 6.01 of Form 8-K, or a Form 8-A registration statement.

These changes were included in EDGAR Release 9.0 which took effect on June 6, 2005. This statement also previews additional programming changes scheduled to take effect by December 1, 2005 that would also permit a free writing prospectus to be filed as an initial filing of an Issuing Entity.²

¹ See Release No. 33-8518 (Dec. 22, 2004) [70 FR 1506]. Any registered offering of Asset-Backed Securities commencing with an initial bona fide offer after December 31, 2005, and the Asset-Backed Securities that are the subject of that registered offering, must comply with the new rules and forms in Release No. 33-8518.

² See pages 3-10, 3-31 and 6-34 of the EDGAR Filer Manual (Volume II) located at

Question #2: What is the impact of these programming changes?

Answer: As discussed in the adopting release for Regulation AB,³ there are certain instances when material relating to a particular ABS transaction is used before the final 424B prospectus relating to that transaction is filed with the Commission. For example, ABS Informational and Computational Material relating to an ABS transaction may be filed prior to the filing of a 424B prospectus for that transaction. A Form 8-A registration statement that is filed for the purpose of listing the ABS on a national securities exchange also may have to be filed prior to the filing of the 424B prospectus. Prior to the programming changes, EDGAR only assigned an Issuing Entity's CIK and Exchange Act file number when a "serial tag" was included in the header of the 424B prospectus for the Issuing Entity. Material for an Issuing Entity used before the filing of a 424B prospectus, therefore, could only have been filed under the CIK for which the related Securities Act registration statement was filed, usually the ABS Depositor's CIK. The foregoing programming changes, however, permit such material to be filed under the Issuing Entity's CIK. ABS Informational and Computational Material filed on a Form 8-K under Item 6.01 or a Form 8-A registration statement can now be filed under the Issuing Entity's CIK before the 424B prospectus is filed. Filing these materials under the Issuing Entity's CIK promotes uniformity, facilitates Staff review, and eliminates confusion among investors and other market participants.

Depositors and Sponsors now may also obtain filing codes and CIK numbers for multiple ABS Issuing Entities prior to the formation of each of the Issuing Entities so that the steps necessary for preparing EDGAR filings for them can be made well in advance of any offering.

Question #3: Who is allowed to request the creation of Issuing Entities on EDGAR (CIK numbers, company names, etc.)?

Answer: Only companies with a Standard Industrial Classification Code (SIC Code) of 6189, which is the SIC Code for ABS Issuers.⁴ EDGAR will reject a request by a company with any other SIC Code.

<http://www.sec.gov/info/edgar/edgarfm-vol2.htm>. The filing of free-writing prospectuses is governed by the newly adopted Securities Act Rules 164 and 433. See Release No. 33-8591 (Jul. 19, 2005) [70 FR 44722].

³ See footnote 452 in Release No. 33-8518.

⁴ See <http://www.sec.gov/info/edgar/siccodes.htm>.

Question #4: Are there limitations on the number of Issuing Entities that can be requested on EDGAR?

Answer: The creation of up to 100 Issuing Entities on EDGAR can be the subject of a single request. We advise, however, that a request may be suspended if, for example, there is a problem with the appropriateness of one of the names of the Issuing Entities. If the request is suspended, then the entire request must be resubmitted. For this reason, a Depositor may wish to limit the number of Issuing Entities included in one request.

Question #5: How can an ABS Depositor make the request to create Issuing Entities on EDGAR (CIK numbers, company names, etc.)?

Answer: The Depositor can request the creation of Issuing Entities on EDGAR on the EDGAR Filer Web site⁵ through the “Retrieve/Edit Data” option. The filer should take the following steps:

- Click on “Retrieve/Edit Data” and enter the Depositor’s CIK and CIK Confirmation Code (CCC).
- From the “Retrieve/Edit Company and Submission Data” page, click on “Request Asset-Backed Securities (ABS) Issuing Entities Creation.” The “Add ABS Issuing Entities” page will appear. **See Figure 1.**
- Provide the required information that is requested by the “Add ABS Issuing Entities” page, including the Issuing Entity’s name (up to 150 characters), email address, and a passphrase of choice. The Issuing Entity’s name must be in English. The passphrase must be 8 characters long and must contain at least one digit and one of the following characters: @, #, *, or \$.
- Click on “Add Another Company” to add more Issuing Entities. As noted above, up to 100 Issuing Entities can be included in a single request.
- Once all Issuing Entities intended for the request have been added, continue on to the next step by clicking on the “OK” button. The “Request ABS Issuing Entities Creation Information” page will be displayed. **See Figure 2.** This page sets out a list of the conformed names of the requested Issuing Entities and their email addresses.

⁵ See <https://www.edgarfiling.sec.gov>.

- On the “Request ABS Issuing Entities Creation Information” page, the Depositor may add another Issuing Entity to the request, modify the name, email address, or passphrase of any Issuing Entity listed on the request, or delete an Issuing Entity from the request.
- Once the necessary changes, if any, have been completed, click on the “Verify/Submit” button. The “Request ABS Issuing Entities Creation Confirmation” page will be displayed. **See Figure 3.** This page provides another opportunity to edit the information for the requested Issuing Entities or to cancel the request.
- Click on the “Confirm/Submit” button to confirm the request. The next screen will show the results of your request submission. If submitted properly, the results screen should read:

The ABS Issuing Entities Creation request was submitted successfully. Your accession number for this submission is XXXXXXXXXXX-XX-XXXXXX. EDGAR will deliver a notification of this submission to your email address on file and email address of requested ABS Issuing Entities.

Question #6: What happens after the request has been submitted?

Answer: The Staff in the SEC’s Branch of Filer Support will review the request. They may reject any requested name if it is deemed unacceptable. If the request is accepted, a notification message will be sent to the Depositor’s email address and to the email addresses of the requested Issuing Entities. The notification of acceptance will contain the CIK and company name for each Issuing Entity, as well as the URL to the EDGAR Filer Management Web site, from which EDGAR access codes for the Issuing Entities must be generated. See Question #7 below. If the request is rejected, the notification message will state the reason why the request was rejected.

Question #7: Must access codes be generated for the Issuing Entities?

Answer: Yes, access codes (i.e., Password, CCC, and Password Modification Authorization Code (PMAC)) must be generated for each Issuing Entity before it is able to make any filings on EDGAR. The procedure for generating an Issuing Entity’s access codes is the same as generating access codes for other electronic filers. A filer should use the EDGAR Filer Management Web site located at <https://www.filermanagement.edgarfiling.sec.gov>. When on this Web site, the filer should click on “Generate Access Codes (New/Replacement)” and subsequently provide the Issuing Entity’s CIK and EDGAR

passphrase in the required fields.⁶ **See Figure 4.** The filer should then click on the “Generate Access Codes” button. A dialog box will appear asking for confirmation that the filer would like to submit the request. When the request has been confirmed, an acknowledgment page will display the new set of EDGAR access codes associated with the Issuing Entity’s CIK. **See Figure 5.** The access codes will only be displayed once, so they must be recorded prior to exiting the acknowledgment page.

Question #8: Can information for an Issuing Entity be modified after its CIK has been assigned?

Answer: The procedure for modifying an Issuing Entity’s company information, password, or CCC is the same for modifying the information of other electronic filers.⁷ When on the EDGAR Filer Web site, the filer should click the “Retrieve/Edit Data” option and enter the Issuing Entity’s CIK and CCC. The appropriate selection should then be made from the “Retrieve/Edit Company and Submission Data” page. An Issuing Entity’s company information can be modified through the “Retrieve Company Information” option which displays the company information on file. An Issuing Entity’s password or CCC can be modified through the “Change Company Password or CCC” option.

Question #9: How can Issuing Entities begin to make filings?

Answer: The programming changes in EDGAR Release 9.0 permit an Issuing Entity to begin its filings on EDGAR with a final Form 424B prospectus, a report under Item 6.01 of Form 8-K, or a Form 8-A Exchange Act registration statement. The Issuing Entity can begin filing these forms promptly after its CIK has been assigned and access codes have been generated. Updated EDGARLink software and submission templates should be downloaded from the EDGAR Filer Web site.

EDGAR Release 9.2 also incorporates relevant changes that amend the submission templates and that, by December 1, 2005, would allow free writing prospectuses to be filed as an initial filing of an Issuing Entity.⁸ The amended submission templates are currently available for download.⁹

⁶ If the Issuing Entity’s access codes have expired, they must be regenerated through the EDGAR Filer Management Web site. Passwords expire yearly, while the Password Modification Authorization Code (PMAC) and CCC do not expire.

⁷ A filer can only modify the name of an Issuing Entity as discussed here if the CIK has already been assigned. If the name of an Issuing Entity has been rejected by Filer Support (Question #6), a filer cannot use the method here but must instead submit a corrected request to create the Issuing Entity on EDGAR.

⁸ See footnote 2.

⁹ The Form 424B submission template is now located in Submission Template #1.

Form 424B Prospectus

To submit a Form 424B prospectus as an initial filing of an Issuing Entity, using the correct submission template, the filer should select the appropriate Form 424B from the form type pick-list and provide the Depositor's CIK, CCC and the file number for the Depositor's effective Form S-3 registration statement (the registration statement from which the takedown of securities for the Issuing Entity is conducted) in the fields for the primary registrant, or the "Filer." The Issuing Entity's CIK and CCC should be provided in the co-registrant's fields, and the word, "NEW," should be provided in the co-registrant file number field. **See Figure 6.** After all necessary information has been provided and documents attached, the Issuing Entity or the Depositor can transmit the filing using the EDGAR Filer Web site. When the filing has been accepted, EDGAR will assign a new file number for the Issuing Entity by appending the next available suffix to the Depositor's '33 Act file number that had been specified (e.g., 333-XXXXX-03).

Item 6.01 Form 8-K (ABS Informational and Computational Material)

ABS Informational and Computational Material is filed on a report under Item 6.01 of Form 8-K pursuant to Securities Act Rule 167, which was adopted as part of Regulation AB. To file an Item 6.01 Form 8-K as an initial filing of an Issuing Entity, using the correct submission template, the filer should select "8-K" from the form type pick-list and the item number 6.01 on the bottom left hand corner of the page. The Issuing Entity's CIK and CCC should be provided as the "Filer CIK" and "Filer CCC." When the item number 6.01 is selected, the filer will be required to provide the Depositor's CIK and the file number for the Depositor's effective Form S-3 registration statement. **See Figure 7.** After all necessary information has been provided and documents attached, the Issuing Entity can transmit the filing using the EDGAR Filer Web site. When the filing has been accepted, EDGAR will assign a new file number for the Issuing Entity by appending the next available suffix to the Depositor's '33 Act file number that had been specified (e.g., 333-XXXXX-03).

Form 8-A Registration Statement

To file a Form 8-A registration statement as an initial filing of an Issuing Entity, using the correct submission template, the filer should select, as appropriate, "8-A12B" or "8-A12G" from the form type pick-list. The Issuing Entity's CIK and CCC should be provided as the "Filer CIK" and "Filer CCC." **See Figure 8.** When all necessary information has been provided and documents attached, the Issuing Entity can transmit the filing using the EDGAR Filer Web site. EDGAR will assign a new file

number for the filing which will also be the Issuing Entity's Exchange Act reporting file number.

Form FWP (Free Writing Prospectus)

Programming changes to EDGAR are scheduled that would allow an Issuing Entity to file a free writing prospectus on Form FWP also as an initial filing,¹⁰ pursuant to the recently adopted Securities Offering Reform rules.¹¹ The changes include a checkbox on the FWP submission template page where the filer would indicate whether the submission is a "first filing of an Issuing Entity." If that box is checked, the Depositor's CIK and the file number for the Depositor's Form S-3 registration statement would be required. **See Figure 9.** When all necessary information has been provided and documents attached, the Issuing Entity can transmit the filing using the EDGAR Filer Web site. When the filing has been accepted, EDGAR would assign a new file number for the Issuing Entity by appending the next available suffix to the Depositor's '33 Act file number that had been specified (e.g., 333-XXXXXX-03).

¹⁰ See footnote 2.

¹¹ See Release No. 33-8591.

Appendix

Figure 1: Add ABS Issuing Entities Page

Add ABS Issuing Entities

Depositor CIK: 0000000000
Depositor Company Name: Sample Depositor Inc

* indicates required field
Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C.1001.

Note: The "Company Name" *must* be in English! Also, the value that you enter below will be conformed to meet EDGAR standards. Click [here](#) for details.

Company Name:*

Note: The E-mail address below is where your confirmation will be sent after submission and review. It is very important that you enter it correctly. To help ensure accuracy, you must enter it twice.

E-mail Address:*

Re-enter E-mail Address:*

Note: Your passphrase must be 8 characters long and must contain at least one digit and one of the following characters: @, #, *, or \$. **Please remember the passphrase as you type as the passphrase will not be displayed.**

Passphrase:*

Re-enter Passphrase:*

Figure 2: Request ABS Issuing Entities Creation Information Page

Request ABS Issuing Entities Creation Information

Depositor CIK: 0000000000
Depositor Company Name: Sample Depositor Inc

Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C.1001.

NOTE: Updated and/or Added information are not saved (submitted) until you Verify and Confirm. To Verify updates, click on the "Verify/Submit" button.

Conformed Company Name	E-Mail Address
<input type="radio"/> Sample ABS Trust A	trusta@sampledepositor.com
<input type="radio"/> Sample ABS Trust B	trustb@sampledepositor.com
<input type="radio"/> Sample ABS Trust C	trustc@sampledepositor.com

Figure 3: Request ABS Issuing Entities Creation Confirmation Page

Request ABS Issuing Entities Creation Confirmation

Depositor CIK: 0000000000
Depositor Company Name: Sample Depositor Inc

You have requested the Asset-Backed Security companies listed below. Carefully review your changes, then either click on the "Confirm/Submit" to submit your request or click on "Continue Edit" to return to the "Request ABS Issuing Entities Creation Information" screen. **Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C.1001.**

Conformed Company Name	E-Mail Address
Sample ABS Trust A	trusta@sampledepositor.com
Sample ABS Trust B	trustb@sampledepositor.com
Sample ABS Trust C	trustc@sampledepositor.com

Figure 4: Generate Access Codes (New/Replacement) Page

Generate Access Codes (New/Replacement)

Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C.1001.

You should generate EDGAR access codes if:

- You have submitted a Form ID application for a specific company or individual and have received your CIK via e-mail.
- Your EDGAR access codes have expired and you would like to generate new EDGAR access codes.
- You have forgotten your EDGAR access codes and would like to generate new EDGAR access codes.
- You would like to generate new EDGAR access codes for security purposes. Note that if you only want to update your password or CCC, it is recommended that you do this through the [EDGAR Filing website](#) or the [EDGAR OnlineForms/XML website](#) by clicking on the "Retrieve/Edit Data" menu item under "Information Exchange" in the main EDGAR window.

To generate your access codes for the EDGAR system, enter your CIK and passphrase in the fields below and then select the "Generate Access Codes" button.

* indicates required field. Help for a field may be accessed by clicking its label.

CIK/Passphrase Information

CIK*

Passphrase*

Figure 5: Generate Access Codes Acknowledgment Page

Generate Access Codes Acknowledgment

The EDGAR access codes below were successfully generated for CIK 0000000000.

You may now use these codes to log into the [EDGAR Filing website](#) or the [EDGAR OnlineForms/XML website](#). After logging into either of these websites, you may change your password and/or CCC by clicking on the "Retrieve/Edit Data" menu item under "Information Exchange" in the main EDGAR window. At any time, you may also use [this website](#) to regenerate all of your codes.

EDGAR Access Codes	
CIK:	0000000000
Password:	eauzr4@v
CCC:	#pk4kghe
PMAC:	pgh@eac3

Figure 6: Initial Filing of an Issuing Entity on a Form 424B Submission Template*

Subtemplate 1.xfd

Submission Template #1

Ver 8.10

424B1

Signature

Signature Button

LIVE TEST
 Live/Test Filing ?

Yes
 Return Copy

YES
 Is this an electronic copy of an official filing submitted in paper format?

YES
 Is Fee Table in Prospectus?

Submission Contact

Name ▼

Phone Number

YES
 Serial ?

Filer CIK	Filer CCC	File Number
<input type="text"/>	<input type="text"/>	<input type="text"/>
Co-Reg CIK	Co-Reg CCC	Co-Reg File Number
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="button" value="Add CoRegistrant"/>		

*Note: The filer should choose the appropriate Form 424B (e.g., 424B1, 424B2, etc.) from the form pick-list.

Figure 7: Initial Filing of an Issuing Entity on an Item 6.01 Form 8-K Submission Template

Submission Template #3 Ver 9.0 

8-K ▼

Signature
 Signature Button

Live/Test Filing ? LIVE TEST
Yes No

Return Copy

Is this an electronic copy of an official filing submitted in paper format? YES

Submission Contact SROS Add
 Name NONE ▼
 Phone Number
 Period

Items Add
 6.01 ▼

Filer CIK **Filer CCC**

Co-Reg CIK **Co-Reg CCC**

Add CoRegistrant

Depositor CIK **Depositor 33 File Number**

Figure 8: Initial Filing of an Issuing Entity on a Form 8-A12B Submission Template*

Submission Template #3 Ver 9.0 

8-A12B ▼

Signature
 Signature Button

Live/Test Filing ? LIVE TEST
Yes No

Return Copy

Is this an electronic copy of an official filing submitted in paper format? YES

Submission Contact SROS Add
 Name NONE ▼
 Phone Number

Filer CIK **Filer CCC**

Co-Reg CIK **Co-Reg CCC**

Add CoRegistrant

*Note: The filer should choose the appropriate Form 8-A (i.e., Form 8-A12B or Form 8-A12G) from the form picklist.

Figure 9: Initial Filing of an Issuing Entity on the Form FWP Submission Template (available for use on 12/1/2005)

EDGAR WEB SITE		SUBMISSION VALIDATION		Submission Type	Filer CIK	DOCUMENTS	NOTIFICATIONS
				FWP		MODULE/SEGMENT	HELP

Subtemplate2.xfd		Submission Template #2		Ver 8.10
<i>Signature</i>		FWP		
Signature Button				
Live/Test Filing ?	<input type="radio"/> LIVE	<input type="radio"/> TEST		
Return Copy	<input type="checkbox"/>	<input type="checkbox"/>		
<p><i>Is this an electronic copy of an official filing submitted in paper format?</i></p> <p>YES <input type="checkbox"/></p>		<p>Filer CIK</p> <p><input type="text"/></p> <p>Filer CCC</p> <p><input type="text"/></p> <p>Depositor CIK</p> <p><input type="text"/></p> <p>Depositor 33 File Number</p> <p><input type="text"/></p>		
<p>Is Filing Covered by Rule 163 ? YES <input type="checkbox"/></p> <p>Is Filing Covered by Rule 433 ? YES <input type="checkbox"/></p> <p>Is Filing First Filing of an Issuing Entity? YES <input checked="" type="checkbox"/></p>		<p>Subject-Company</p> <p>CIK</p> <p><input type="text"/></p> <p>Name</p> <p><input type="text"/></p>		
<p>Submission Contact</p> <p>Name</p> <p><input type="text"/></p> <p>Phone Number</p> <p><input type="text"/></p>		<p>Group Members Add</p> <p><input type="text"/></p>		
<p>SROS Add</p> <p>NONE</p>				