

SECURITIES AND EXCHANGE COMMISSION

17 CFR Part 232

[Release Nos. 33-8573; 34-51710; 35-27970; 39-2436; IC-26872]

RIN 3235-AG96

Adoption of Updated EDGAR Filer Manual

AGENCY: Securities and Exchange Commission.

ACTION: Final rule.

SUMMARY: The Securities and Exchange Commission (the Commission) is adopting revisions to the Electronic Data Gathering, Analysis, and Retrieval System (EDGAR) Filer Manual to reflect updates to the EDGAR system. The revisions are being made primarily to support the amended rules and forms adopted by the Commission to address the registration, disclosure and reporting requirements for asset-backed securities under the Securities Act of 1933 and the Securities Exchange Act of 1934. Revisions are also being made to suspend any submission if any of its attached files are empty, to upgrade the EDGARLink Java Runtime Environment (JRE) from version 1.3 to 1.4.1_03, and to upgrade the EDGAR Filing Web site, the OnlineForms Web site and the Filer Management Web site to support the latest version of the Netscape browser (Netscape 7.x) and drop support for outdated Netscape 4.0x through 4.7 browsers.

The revisions to the Filer Manual reflect changes within Volumes I, II and III, entitled “EDGAR Release 9.0 EDGARLink Filer Manual,” “EDGAR Release 9.0 N-SAR Supplement Filer Manual,” and “EDGAR Release 9.0 OnlineForms Filer Manual” respectively. The updated manual will be incorporated by reference into the Code of Federal Regulations.

EFFECTIVE DATE: June 6, 2005. The incorporation by reference of the EDGAR Filer Manual is approved by the Director of the Federal Register as of June 6, 2005.

FOR FURTHER INFORMATION CONTACT: In the Office of Information Technology, Rick Heroux, at (202) 551-8800; for questions concerning the asset-backed securities filings, in the Division of Corporation Finance, Jennifer G. Williams, at (202) 551-3349; for questions concerning the Division of Corporation Finance filings, in the Division of Corporation Finance, Herbert Scholl, Office Chief, EDGAR and Information Analysis, at (202) 942-2940; for questions concerning the Division of Investment Management filings, in the Division of Investment Management, Ruth Armfield Sanders, Senior Special Counsel, at (202) 551-6989; and, in the Office of Filings and Information Services, Shirley Slocum, at (202) 942-8900.

SUPPLEMENTARY INFORMATION: Today we are adopting an updated EDGAR Filer Manual (Filer Manual). The Filer Manual describes the technical formatting requirements for the preparation and submission of electronic filings through the EDGAR system.¹ It also describes the requirements for filing using modernized EDGARLink.²

The Filer Manual contains all the technical specifications for filers to submit filings using the EDGAR system. Filers must comply with the applicable provisions of the Filer Manual in order to assure the timely acceptance and processing of filings made in electronic format.³ Filers should consult the Filer Manual in conjunction with our rules governing mandated electronic filing when preparing documents for electronic submission.⁴

¹ We originally adopted the Filer Manual on April 1, 1993, with an effective date of April 26, 1993. Release No. 33-6986 (April 1, 1993) [58 FR 18638]. We implemented the most recent update to the Filer Manual on February 7, 2005. See Release No. 33-8528 (February 3, 2005) [70 FR 6573].

² This is the filer assistance software we provide filers filing on the EDGAR system.

³ See Rule 301 of Regulation S-T (17 CFR 232.301).

⁴ See Release Nos. 33-6977 (February 23, 1993) [58 FR 14628], IC-19284 (February 23, 1993) [58 FR 14848], 35-25746 (February 23, 1993) [58 FR 14999], and 33-6980 (February 23, 1993) [58 FR 15009] in which we comprehensively discuss the rules we adopted to govern mandated electronic filing. See also Release No. 33-7122 (December 19, 1994) [59 FR 67752], in which we made the EDGAR rules final and applicable to all domestic registrants; Release No. 33-7427 (July 1, 1997) [62

The revisions are being made primarily to support the amended rules and forms adopted by the Commission to address the registration, disclosure and reporting requirements for asset-backed securities⁵ under the Securities Act of 1933 and the Securities Exchange Act of 1934.

Specifically, we will be adding new submission form types 10-D, 10-D/A, NT 10-D and NT 10-D/A, new exhibits 33, 34 and 35, and new Form 8-K items 6.01, 6.02, 6.03, 6.04 and 6.05. There will be a new capability available from the EDGAR Filing and the OnlineForms Web sites to allow depositors to request the creation of EDGAR access codes for issuing entities.

In addition, issuing entities will be able to file a prospectus filed pursuant to Securities Act Rule 424 as their first filing as a co-registrant with the depositor by providing their own central index key (CIK), CIK confirmation code (CCC) and “NEW” as the file number in the co-registrant fields. Form 8-K and Form 8-A will also be able to be submitted as the issuing entities first filing.

Revisions are also being made to suspend any submission if any of its attached files are empty and to upgrade the EDGAR Filing Web site, the OnlineForms Web site and the Filer

FR 36450], in which we adopted minor amendments to the EDGAR rules; Release No. 33-7472 (October 24, 1997) [62 FR 58647], in which we announced that, as of January 1, 1998, we would not accept in paper filings that we require filers to submit electronically; Release No. 34-40934 (January 12, 1999) [64 FR 2843], in which we made mandatory the electronic filing of Form 13F; Release No. 33-7684 (May 17, 1999) [64 FR 27888], in which we adopted amendments to implement the first stage of EDGAR modernization; Release No. 33-7855 (April 24, 2000) [65 FR 24788], in which we implemented EDGAR Release 7.0; Release No. 33-7999 (August 7, 2001) [66 FR 42941], in which we implemented EDGAR Release 7.5; Release No. 33-8007 (September 24, 2001) [66 FR 49829], in which we implemented EDGAR Release 8.0; Release No. 33-8224 (April 30, 2003) [66 FR 24345], in which we implemented EDGAR Release 8.5; Release Nos. 33-8255 (July 22, 2003) [68 FR 44876] and 33-8255A (September 4, 2003) [68 FR 53289] in which we implemented EDGAR Release 8.6; Release No. 33-8409 (April 19, 2004) [69 FR 21954] in which we implemented EDGAR Release 8.7; Release No. 33-8454 (August 6, 2004) [69 FR 49803] in which we implemented EDGAR Release 8.8; and Release No. 33-8528 (February 3, 2005) [70 FR 6573] in which we implemented EDGAR Release 8.10.

⁵ See Release No. 33-8518 (December 22, 2004) [70 FR 1506].

Management Web site to support the latest version of the Netscape browser (Netscape 7.x) and drop support for outdated Netscape 4.0x through 4.7 browsers.

For EDGAR Release 9.0, the EDGARLink software and submission templates 1, 2, 3 and 5 will be updated to support the aforementioned submission form type changes. The EDGARLink Java Runtime Environment (JRE) will also be upgraded from version 1.3 to 1.4.1_03. It is highly recommended that filers download, install, and use the new EDGARLink software and submission templates to ensure that submissions will be processed successfully. Previous versions of the templates may not work properly. Notice of the update has previously been provided on the EDGAR Filing Web site and on the Commission's public Web site. The discrete updates are reflected on the EDGAR Filing Web site and in the updated Filer Manual Volumes.

Along with adoption of the Filer Manual, we are amending Rule 301 of Regulation S-T to provide for the incorporation by reference into the Code of Federal Regulations of today's revisions. This incorporation by reference was approved by the Director of the Federal Register in accordance with 5 U.S.C. 552(a) and 1 CFR Part 51.

You may obtain paper copies of the updated Filer Manual at the following address: Public Reference Room, U.S. Securities and Exchange Commission, 100 F Street, NE, Room 1580, Washington DC 20549. We will post electronic format copies on the Commission's Web site; the address for the Filer Manual is <http://www.sec.gov/info/edgar.shtml>. You may also obtain copies from Thomson Financial Inc, the paper contractor for the Commission, at (800) 638-8241.

Since the Filer Manual relates solely to agency procedures or practice, publication for notice and comment is not required under the Administrative Procedure Act (APA)⁶. It follows that the requirements of the Regulatory Flexibility Act⁷ do not apply.

⁶ 5 U.S.C. 553(b).

The effective date for the updated Filer Manual and the rule amendments is June 6, 2005. In accordance with the APA⁸, we find that there is good cause to establish an effective date less than 30 days after publication of these rules. The EDGAR system upgrade to Release 9.0 is scheduled to become available on June 6, 2005. The Commission believes that it is necessary to coordinate the effectiveness of the updated Filer Manual with the scheduled system upgrade.

Statutory Basis

We are adopting the amendments to Regulation S-T under Sections 6, 7, 8, 10, and 19(a) of the Securities Act of 1933,⁹ Sections 3, 12, 13, 14, 15, 23, and 35A of the Securities Exchange Act of 1934,¹⁰ Section 20 of the Public Utility Holding Company Act of 1935,¹¹ Section 319 of the Trust Indenture Act of 1939,¹² and Sections 8, 30, 31, and 38 of the Investment Company Act of 1940.¹³

List of Subjects in 17 CFR Part 232

Incorporation by reference, Reporting and recordkeeping requirements, Securities.

TEXT OF THE AMENDMENT

In accordance with the foregoing, Title 17, Chapter II of the Code of Federal Regulations is amended as follows:

⁷ 5 U.S.C. 601- 612.

⁸ 5 U.S.C. 553(d)(3).

⁹ 15 U.S.C. 77f, 77g, 77h, 77j, and 77s(a).

¹⁰ 15 U.S.C. 78c, 78l, 78m, 78n, 78o, 78w, and 78ll.

¹¹ 15 U.S.C. 79t.

¹² 15 U.S.C. 77sss.

¹³ 15 U.S.C. 80a-8, 80a-29, 80a-30, and 80a-37.

PART 232 - REGULATION S-T—GENERAL RULES AND REGULATIONS FOR
ELECTRONIC FILINGS

1. The authority citation for Part 232 continues to read in part as follows:

Authority: 15 U.S.C. 77f, 77g, 77h, 77j, 77s(a), 77sss(a), 78c(b), 78l, 78m, 78n, 78o(d), 78w(a), 78ll(d), 79t(a), 80a-8, 80a-29, 80a-30, 80a-37, and 7201 et seq.; and 18 U.S.C. 1350.

2. Section 232.301 is revised to read as follows:

§232.301 EDGAR Filer Manual.

Filers must prepare electronic filings in the manner prescribed by the EDGAR Filer Manual, promulgated by the Commission, which sets out the technical formatting requirements for electronic submissions. The requirements for filers using modernized EDGARLink are set forth in the EDGAR Release 9.0 EDGARLink Filer Manual Volume I, dated June 2005. Additional provisions applicable to Form N-SAR filers and Online Forms filers are set forth in the EDGAR Release 9.0 N-SAR Supplement Filer Manual Volume II, dated June 2005, and the EDGAR Release 9.0 OnlineForms Filer Manual Volume III, dated June 2005. All of these provisions have been incorporated by reference into the Code of Federal Regulations, which action was approved by the Director of the Federal Register in accordance with 5 U.S.C. 552(a) and 1 CFR Part 51. You must comply with these requirements in order for documents to be timely received and accepted. You can obtain paper copies of the EDGAR Filer Manual from the following address: Public Reference Room, U.S. Securities and Exchange Commission, 100 F Street, NE, Room 1580, Washington, DC 20549 or by calling Thomson Financial Inc at (800) 638-8241. Electronic format copies are available on the Commission's Web site. The address for the Filer Manual is <http://www.sec.gov/info/edgar.shtml>. You can also photocopy the document at the National Archives and Records Administration (NARA). For information on the availability of

this material at NARA, call 202-741-6030, or go to:

http://www.archives.gov/federal_register/code_of_federal_regulations/ibr_locations.html.

By the Commission.

Margaret H. McFarland
Deputy Secretary

May 19, 2005