

**Status of Dodd-Frank Requirements
Applicable to the SEC**

I. Rulemaking Provisions

The following list groups Dodd-Frank Act rulemaking provisions applicable to the SEC into 10 categories and indicates whether rules have been adopted, proposed, or yet to be proposed with respect to each provision.

A. Private Funds - 8 total rulemaking provisions

1. Rules adopted with respect to 8 provisions:

- Sec. 404—Records to be maintained and reports to be provided by private funds
- Sec. 406—Disclosure rules on private funds
- Sec. 407—Exemption of venture capital fund advisers, definition of “venture capital fund”
- Sec. 408—Exemption from registration by certain private fund advisers/requirement of records for such advisers
- Sec. 409—Family office
- Sec. 410—State and federal responsibilities/ asset threshold for registration of federal advisers
- Sec. 413—Adjustment of the accredited investor standard
- Sec. 418—Qualified client standard, inflation adjustment

2. Rules proposed with respect to 0 provisions.

3. Rules yet to be proposed with respect to 0 provisions.

B. Volcker Rule - 1 total rulemaking provision

1. Rules adopted with respect to 1 provision:

- Sec. 619—Prohibition on proprietary trading and certain relationships with hedge funds and private equity funds

2. Rules proposed with respect to 0 provisions.

3. Rules yet to be proposed with respect to 0 provisions.

C. Security-Based Swaps - 29 total rulemaking provisions

1. Rules adopted with respect to 11 provisions:

- Sec. 712—Joint CFTC and SEC rulemaking regarding mixed swaps
- Sec. 712(d)(1)—Joint CFTC and SEC rulemaking concerning swaps-related definitions
- Sec. 712(d)(2)(B)—Joint CFTC and SEC rulemaking regarding recordkeeping by trade repositories with respect to security-based swap agreement transactions
- Sec. 712(d)(2)(C)— Joint CFTC and SEC rulemaking regarding recordkeeping by security-based swap dealers, swap dealers, major security-based swap participants and major swap participants for security-based swap agreement transactions
- Sec. 761(a)(6)—Rules to facilitate identification of major security-based swap participants
- Sec. 761(a)(6)—Exemption from the definition of security-based swap dealer for *de minimis* activity
- Sec. 763(a)—Rules providing process for clearing agencies to request to clear security-based swaps
- Sec. 763(a)—Rules for providing a process for staying a clearing requirement and reviewing clearing arrangements for swaps approved by the SEC for clearing
- Sec. 763(a)—Rules to prevent evasion of clearing requirements
- Sec. 763(b)—Rules governing clearing agencies for security-based swaps
- Sec. 766(a)—Transition rules regarding the reporting of pre-enactment security-based swap transactions

2. Rules proposed with respect to 18 provisions:

- Sec. 763(a)—SEC transition reporting rules for security-based swaps
- Sec. 763(c)—Data collection and reporting rules for security-based swap execution facilities
- Sec. 763(c)—Rules governing security-based swap execution facilities
- Sec. 763(g)—Rules regarding fraud in the security-based swap market
- Sec. 763(i)—Rules providing for public availability of security-based swap transaction and pricing data to enhance price discovery
- Sec. 763(i)—Rules regarding the type of data to be collected with respect to security-based swap transactions
- Sec. 763(i)—Duties of security-based swap data repositories
- Sec. 763(i)—Rules governing registered security-based swap data repositories
- Sec. 764—Rules regarding the registration of security-based swap dealers or major security-based swap participants
- Sec. 764(a)—Reporting and recordkeeping rules applicable to security-based swap dealers and major security-based swap participants
- Sec. 764(a)—Rules regarding daily trading recordkeeping

- Sec. 764(a)—Rules, including capital and margin, governing security-based swap dealers and major security-based swap participants that are not banks
- Sec. 764(a)—Business conduct standards applicable to security-based swap dealers and security-based swap major participants
- Sec. 764(a)—Rules relating to documentation of security-based swap transactions
- Sec. 764(j)—Duties of security-based swap dealers and major security-based swap participants related to monitoring of trading, risk management procedures, disclosure of general information, ability to obtain information, conflicts, and antitrust considerations
- Sec. 765(a)—Conflicts of interest
- Sec. 766(a)—Reporting of uncleared security-based swap transactions
- Sec. 766(a)—Recordkeeping for certain security-based swaps

3. Rules yet to be proposed with respect to 0 provisions.

D. Clearing Agencies - 2 total rulemaking provisions

1. Rules adopted with respect to 2 provisions:

- Sec. 805(a)(2)(A)—Authority to prescribe risk management standards for designated clearing entities
- Sec. 806(e)(1)—Changes to rules, procedures or operation of designated financial market utilities

2. Rules proposed with respect to 0 provisions.

3. Rules yet to be proposed with respect to 0 provisions.

E. Municipal Securities Advisors – 1 total rulemaking provision

1. Rules adopted with respect to 1 provision:

- Sec. 975—Municipal advisor regulation

2. Rules proposed with respect to 0 provisions.

3. Rules yet to be proposed with respect to 0 provisions.

F. Executive Compensation - 12 total rulemaking provisions

1. Rules adopted with respect to 6 provisions:

- Sec. 951—Shareholder approval of executive compensation¹
- Sec. 952 (Exchange Act Sec. 10C(a))—Compensation committee independence—Commission to direct SROs to prohibit listing of certain securities unless issuers are in compliance with compensation committee independence requirements
- Sec. 952 (Exchange Act Sec. 10C(b))—Compensation committee independence—Commission to identify factors that may affect independence
- Sec. 952 (Exchange Act Sec. 10C(c)(2))—Compensation committee independence—Commission to issues rules relating to proxy disclosure regarding compensation consultants
- Sec. 952 (Exchange Act Sec. 10C(f))—Compensation committee independence—Commission to direct SROs to prohibit listing of securities of an issuer that is not in compliance with the requirements of the section
- Sec. 972—Chairman/CEO structure disclosure in annual proxy

2. Rules proposed with respect to 3 provisions:

- Sec. 953(b)—Additional executive compensation disclosure (pay ratio)
- Sec. 956(a)—Compensation structure reporting (joint rulemaking)
- Sec. 956(b)—Prohibition on certain compensation arrangements (joint rulemaking)

3. Rules yet to be proposed with respect to 3 provisions:

- Sec. 953(a)—Pay v. performance disclosure
- Sec. 954—Recovery of executive compensation
- Sec. 955—Disclosure regarding employee and director hedging

G. Asset-backed Securities - 7 total rulemaking provisions

1. Rules adopted with respect to 3 provisions:

- Sec. 942(b)—ABS disclosure²
- Sec. 943—ABS reps and warranties
- Sec. 945—ABS due diligence disclosure

¹ The significant part of the rulemaking contemplated by this section is complete, but part of it remains to be completed.

² The Commission has adopted asset-level disclosure rules with respect to securitizations of residential and commercial mortgages, auto loans and leases, debt securities, and resecuritizations of those asset classes; proposed rules for other assets classes remain outstanding.

2. Rules proposed with respect to 4 provisions:
 - Sec. 621—Conflicts of interest regarding certain securitizations
 - Sec. 941(b)—Credit risk retention (general) (joint rulemaking)
 - Sec. 941(b)—Credit risk retention (residential mortgages) (joint rulemaking)
 - Sec. 941(b)—Credit risk retention exemptions (joint rulemaking)
3. Rules yet to be proposed with respect to 0 provisions.

H. Credit Rating Agencies - 12 total rulemaking provisions

1. Rules adopted with respect to 12 provisions:
 - Sec. 932(a)(2)(B)—Internal controls governing the implementation of and adherence to policies, procedures and methodologies for determining credit ratings
 - Sec. 932(a)(4)—Separation of ratings from sales and marketing
 - Sec. 932(a)(4)—Policies and procedures relating to look back reviews
 - Sec. 932(a)(8)—Fines and penalties
 - Sec. 932(a)(8)—Transparency of ratings performance
 - Sec. 932(a)(8)—Credit rating methodologies
 - Sec. 932(a)(8)—Form and certification to accompany credit ratings
 - Sec. 932(a)(8)—Third-party due diligence services for asset-backed securities
 - Sec. 936—Standards of training, experience, and competence for credit rating analysts
 - Sec. 938—Universal ratings symbols
 - Sec. 939—Removal of statutory references to credit ratings³
 - Sec. 939A—Review of reliance on credit ratings⁴
2. Rules proposed with respect to 0 provisions.
3. Rules yet to be proposed with respect to 0 provisions.

³ Section 939 removes references to NRSRO ratings in the Investment Company Act (section 939(c)) and the Exchange Act (section 939(e)) and substitutes standards of credit-worthiness to be established by the Commission. The SEC has adopted rules under section 939(c), but has not yet adopted rules under section 939(e) to establish substitute standards of credit-worthiness in the Exchange Act definitions of “mortgage related security” and “small business related security”.

⁴ The significant part of the rulemaking contemplated by this section is complete, but part of it remains to be completed. Since enactment of the Dodd-Frank Act, the Commission has removed references to credit ratings used for purposes of assessing credit-worthiness from 22 separate rules and forms. The Commission has proposed removal of such references from four additional rules and forms relating to money market mutual funds (Investment Company Act Rule 2a-7 and Form N-MFP) and distributions of securities (Rules 101 and 102 of Regulation M).

I. Specialized Disclosures - 2 total rulemaking provisions

1. Rules adopted with respect to 2 provisions:

- Sec. 1502—Conflict minerals⁵
- Sec. 1504—Disclosure of payment by resource extraction issuers⁶

2. Rules proposed with respect to 0 provisions.

3. Rules yet to be proposed with respect to 0 provisions.

J. Other - 12 total rulemaking provisions

1. Rules adopted with respect to 7 provisions:

- Sec. 916—Streamlining of filing procedures for self-regulatory organizations
- Sec. 924—Whistleblower provisions
- Sec. 929W—Notice to missing security holders
- Sec. 939B—Elimination of exemption from fair disclosure rule
- Sec. 989G—Exemption for nonaccelerated filers
- Sec. 1088(a)(8)—Red flag guidelines and regulations (joint rules)
- Sec. 926—Disqualifying felons and other “bad actors” from Reg. D offerings

2. Rules proposed with respect to 0 provisions.

3. Rules yet to be proposed with respect to 5 provisions:

- Sec. 165—Stress tests
- Sec. 205(h)—Orderly liquidation of covered brokers and dealers (joint rulemaking)
- Sec. 915—Regulations for Office of Investor Advocate
- Sec. 929X(a)—Short sale reforms
- Sec. 984(b)—Increased transparency of information available to brokers, dealers, investors, with respect to loan or borrowing of securities

⁵ The Commission adopted rules with respect to section 1502 on 8/22/12. The U.S. Court of Appeals for the District of Columbia upheld the majority of the provisions of the rule but held that one provision violated the First Amendment on 4/14/14. Petitions for rehearing and rehearing *en banc* are currently pending before the Court of Appeals.

⁶ The Commission adopted rules with respect to section 1504 on 8/22/12, but the U.S. District Court for the District of Columbia vacated the rule and remanded it to the SEC on 7/2/13. The Commission did not appeal the district court’s decision and will need to engage in further rulemaking consistent with the decision.

II. New SEC Offices

The Dodd-Frank Act requires the SEC to create 5 new offices:

- Office of the Whistleblower
- Office of Credit Ratings
- Office of the Investor Advocate
- Office of Minority and Women Inclusion
- Office of Municipal Securities

All of these offices have been established.

III. Studies and Reports

The Dodd-Frank Act requires the SEC to issue 28 studies or reports, including 18 one-time studies or reports and 10 that must be issued on a recurring basis.

A. One-Time Studies or Reports

The SEC has completed 15 of the 18 one-time studies or reports:

- Sec. 417—Report to Congress on short sales reporting (1-year report) (6/5/2014)
- Sec. 719(b)—Report to Congress, jointly with the CFTC, regarding a study regarding the feasibility of requiring the derivatives industry to adopt standardized computer-readable algorithmic descriptions (4/8/2011)
- Sec. 719(c)—Report to Congress, jointly with the CFTC, regarding a study regarding how swaps are regulated in the United States, Asia, and Europe, to identify areas of regulation that are similar and could be harmonized (2/1/2012)
- Sec. 750(e) – Report to Congress by an interagency working group, including the SEC Chairman, on the oversight of existing and prospective carbon markets (1/18/2011)
- Sec. 813—Report to Congress, jointly with the CFTC and the Federal Reserve, on risk management supervision of designated clearing entities (7/21/2011)
- Sec. 913—Report to Congress on the study of the obligations of brokers, dealers, and investment advisers (1/22/2011)
- Sec. 914—Report to Congress on the need for enhanced resources for investment adviser examinations and enforcement (1/19/11)
- Sec. 917—Study regarding financial literacy among retail investors (8/30/2012)
- Sec. 919B—Study of ways to improve investor access to information about investment advisers and broker-dealers (1/27/2011)
- Sec. 929Y—Study on the cross-border scope of the private right of action under Section 10(b) of the Securities Exchange Act (4/11/2012)
- Sec. 939(h)— Report to Congress on standardization of credit ratings (9/7/2012)
- Sec. 939A—Report to Congress on review of reliance on credit ratings (7/21/2011)
- Sec. 939C—Report to Congress on credit rating agency independence (11/21/2013)

- Sec. 939F—Study on the rating process for structured finance products and the feasibility of a credit rating assignment system (12/18/2012)
- Sec. 989G—Report to Congress on study regarding reducing the costs to smaller issuers (with market capitalization between \$75 million and \$ 250 million) for complying with §404(b) of the Sarbanes-Oxley Act of 2002 (4/22/2011)

Three of the one-time studies or reports have not yet been completed:

- Sec. 417—Report to Congress on “the state of short selling on national securities exchanges and in the over-the-counter markets” (2-year report)
- Sec. 952—Study and Report to Congress to review of the use of compensation consultants and the effects of such use
- Sec. 719(d)—Joint SEC/CFTC study concerning stable value contracts

B. Recurring Reports

The Dodd-Frank Act also requires the Commission, a specific office of the Commission, or an individual within the Commission to issue 10 recurring reports. Eight of these recurring reports are being issued:

- Sec. 342—Annual report to Congress on the activities of the Office of Minority and Women Inclusion (4/18/2014; 4/24/2013; 4/10/2012)
- Sec. 404—Annual report to Congress on the use of data collected from advisers to hedge funds and other private funds to aid in monitoring system financial risk (8/15/2014; 7/25/2013)
- Sec. 915—Annual report to Congress on the objectives of the Investor Advocate for the following fiscal year (6/30/2014)
- Secs. 922 and 924—Annual report to Congress on the securities whistleblower incentive and protection program (11/15/2013; 11/15/2012; 11/15/2011; 10/29/2010)
- Sec. 932—Annual summary report of Commission staff’s examinations of NRSROs (12/24/2013; 11/15/2012; 9/30/2011)
- Sec. 961—Annual report and certification sent to Congress regarding the SEC’s internal supervisory controls (12/20/13; 12/20/12; 12/22/2011; 12/21/2010)
- Sec. 963—Annual financial controls audit report (included in the SEC’s annual financial reports)
- Sec. 967—Report to Congress on the implementation of SEC organizational reform recommendations, with follow-up reports over a two-year period (4/30/2013; 10/17/2012; 3/30/2012; 9/12/2011; 3/10/2011)

Two of these recurring reports have not yet begun to be issued:

- Sec. 763(i)—Reports on aggregate security-based swap data
- Sec. 915—Annual report to Congress on the activities of the Investor Advocate during the immediately preceding fiscal year (*Note: The Investor Advocate was appointed in February 2014.*)