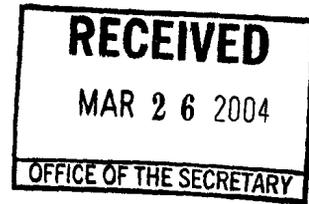


428

MEMORANDUM



To: File No. S7-06-04

From: Tara L. Royal

Date: March 25, 2004

Subject: Comments of Jane Bryant Quinn on the Market Reg. Confirm Release

Attached are the comments of Jane Bryant Quinn of Newsweek magazine on the draft confirmation examples in the rule proposal entitled, "Confirmation Requirements and Point of Sale Disclosure Requirements for Transactions in Certain Mutual Funds and Other Securities, and Other Confirmation Requirement Amendments, and Amendments to the Registration Form for Mutual Funds."

From:  
Jane Bryant Quinn

(212) 445-4545

Hi Paul —  
here's my edit!

best —

Jane

I think this shouldn't be here at all. It confuses people. The charges are laid out immediately below

Attachment 1 - Confirmation example for hypothetical class A share purchase

Acme Clearing, Inc.

Fees and Payments Associated with Your Investment

Seems wrong. There is a commission. Reader might look just at this

A. General information

|                                |                 |   |             |
|--------------------------------|-----------------|---|-------------|
| Customer:                      | John Doe        | Symbol:   |             |
| Account Number:                | 1234-5678       | CUSIP number:   |             |
| Date of transaction:           | 1/1/05          | Type of security:   | Mutual fund |
| Type of transaction:           | You bought      | Net Asset Value (NAV):  | \$18.17     |
| No. shares bought/sold:        | 422.610         | Price (NAV plus load):  | \$18.93     |
| Security issuer:               | BBB Equity Fund | Amount paid/received:   | \$8,000.00  |
| Class (if applicable):         | A               | Amount of your investment/sale:   | \$7,678.82  |
| Commission/other compensation: | \$0.00          | Note: even if there is no commission or other charge, you may be paying for distribution through loads or asset-based fees, as described below. |             |
| Other charges:                 | \$0.00          |   |             |

B. What you pay (directly and indirectly) for purchases

|  |          |  |
|--|----------|--|
| Front-end sales load                           | \$321.18 | which is equivalent to 4.18% of your investment<br>Industry norms: Range x.xx - x.xx%; median x.xx%. |
| Back-end sales load                            | NA       | I love this  |
| Estimated first-year asset-based sales charges | NA       |  |
| Estimated first-year asset-based service fees  | \$19.20  | which is equivalent to 0.25% of your investment<br>Industry norms: Range x.xx - x.xx%; median x.xx%. |

C. Amounts that your broker, AAA Introducing, Inc., will receive from the fund or its affiliates

|   |          |  |
|---|----------|--|
| Sales fee AAA Introducing received for your purchase:   | \$300.00 | which is equivalent to 3.91% of your investment<br>Industry norms: Range x.xx - x.xx%; median x.xx%. |
| Revenue sharing AAA Introducing may receive in connection with your purchase:                 | \$30.72  | which is equivalent to 0.40% of your investment<br>Industry norms: Range x.xx - x.xx%; median x.xx%. |
| Portfolio brokerage commissions AAA Introducing may receive in connection with your purchase: | \$15.36  | which is equivalent to 0.20% of your investment<br>Industry norms: Range x.xx - x.xx%; median x.xx%. |
| Additional disclosures:   |          |  |

Seems clearer & more direct

D. Payment of special compensation to personnel of your broker, AAA Introducing, Inc.

If you bought a security of a fund affiliated with AAA Introducing: Does AAA Introducing pay its personnel more to sell securities of affiliated funds than this fund?

|                          |                                     |                          |
|--------------------------|-------------------------------------|--------------------------|
| Yes                      | No                                  | NA                       |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

If you bought a share class with a back-end sales load: Does AAA Introducing pay its personnel more to sell this class than to sell front-end sales load share classes of the same fund?

|                          |                          |                                     |
|--------------------------|--------------------------|-------------------------------------|
| Yes                      | No                       | NA                                  |
| <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

E. Breakpoint discount information

Many mutual fund companies offer sales load discounts to customers who have invested over a certain dollar amount. These discounts may be calculated based on your current purchase or on your aggregate holdings, and may also include the holdings of your family or household members. To ensure that you are obtaining all available discounts, you should talk with your broker or financial advisor, or check the fund's prospectus or website. According to the fund's prospectus, the amount you invested (together with any holdings of which we are aware) entitles you to a sales load of 4.17%. You were charged a sales load of 4.18%, which may vary from the sales load disclosed in the prospectus due to rounding to the nearest penny in the transaction.

(grammar) who more than (style?) total

Attachment 2 - Confirmation example for hypothetical class B share purchase (back-end load as minimum of present or future NAV)

*maybe this should be here at all? The charges are paid out immediately below*

**Acme Clearing, Inc.**  
**Fees and Payments Associated with Your Investment**

*Some problem as with A's shares except worse - because brokers may tout B's as no-loads - a quick reader may think "zero"*

**A. General information**

Customer: John Doe  
Account Number: 1234-5678  
Date of transaction: 1/1/05  
Type of transaction: You bought  
No. shares bought/sold: 440,286  
Security issuer: BBB Equity Fund  
Class (if applicable): B

Symbol:  
CUSIP number:  
Type of security: Mutual fund  
Net Asset Value (NAV): \$18.17  
Price (NAV plus load): \$18.17  
Amount paid/received: \$8,000.00  
Amount of your investment/sale: \$8,000.00

Commission/other compensation: \$0.00  
Other charges: \$0.00

Note: even if there is no commission or other charge, you may be paying for distribution through loads or asset-based fees, as described below.

**B. What you pay (directly and indirectly) for purchases**

|  |          |  |
|--|----------|--|
| Front-end sales load   | NA       |  |
| Back-end sales load  |          |  |
| <i>If you sell these shares in one year, you will pay</i>    | \$400.00 | or 5% of your investment, whichever is less<br>Industry norms: Range x.xx - x.xx%; median x.xx%.     |
| <i>If you sell these shares in two years, you will pay</i>   | \$320.00 | or 4% of your investment, whichever is less<br>Industry norms: Range x.xx - x.xx%; median x.xx%.     |
| <i>If you sell these shares in three years, you will pay</i> | \$240.00 | or 3% of your investment, whichever is less<br>Industry norms: Range x.xx - x.xx%; median x.xx%.     |
| <i>If you sell these shares in four years, you will pay</i>  | \$240.00 | or 3% of your investment, whichever is less<br>Industry norms: Range x.xx - x.xx%; median x.xx%.     |
| <i>If you sell these shares in five years, you will pay</i>  | \$160.00 | or 2% of your investment, whichever is less<br>Industry norms: Range x.xx - x.xx%; median x.xx%.     |
| <i>If you sell these shares in six years, you will pay</i>   | \$80.00  | or 1% of your investment, whichever is less<br>Industry norms: Range x.xx - x.xx%; median x.xx%.     |
| Estimated first-year asset-based sales charges               | \$60.00  | which is equivalent to 0.75% of your investment<br>Industry norms: Range x.xx - x.xx%; median x.xx%. |
| Estimated first-year asset-based service fees                | \$20.00  | which is equivalent to 0.25% of your investment<br>Industry norms: Range x.xx - x.xx%; median x.xx%. |

**C. Amounts that your broker, AAA Introducing, Inc., will receive from the fund or its affiliates**

|   |          |  |
|---|----------|--|
| Sales fee AAA Introducing received for your purchase:   | \$320.00 | which is equivalent to 4.00% of your investment<br>Industry norms: Range x.xx - x.xx%; median x.xx%. |
| Revenue sharing AAA Introducing may receive in connection with your purchase:                 | \$32.00  | which is equivalent to 0.40% of your investment<br>Industry norms: Range x.xx - x.xx%; median x.xx%. |
| Portfolio brokerage commissions AAA Introducing may receive in connection with your purchase: | \$16.00  | which is equivalent to 0.20% of your investment<br>Industry norms: Range x.xx - x.xx%; median x.xx%. |

Additional disclosures:

*(clarifies that you may not generate "affiliates")*

**D. Payment of special compensation to personnel of your broker, AAA Introducing, Inc.**

|  |  |   |                                |
|--|--|---|--------------------------------|
| If you bought a security of a fund affiliated with AAA Introducing: Does AAA Introducing pay its personnel more to sell securities of affiliated funds <i>this fund?</i>                 | Yes<br><input type="checkbox"/>            | No<br><input checked="" type="checkbox"/> | NA<br><input type="checkbox"/> |
| If you bought a share class with a back-end sales load: Does AAA Introducing pay its personnel more to sell this class than to sell front-end sales load share classes of the same fund? | Yes<br><input checked="" type="checkbox"/> | No<br><input type="checkbox"/>            | NA<br><input type="checkbox"/> |

**E. Breakpoint discount information**

Many mutual fund companies offer sales load discounts to customers *who* have invested *more than* a certain dollar amount. These discounts may be calculated based on your current purchase or on your *total* aggregate holdings, and may also include the holdings of your family or household members. To ensure that you are obtaining all available discounts, you should talk with your broker or financial advisor, or check the fund's prospectus or website. According to the fund's prospectus, the amount you invested (together with any holdings of which we are aware) would have entitled you to a sales load of 4.17% of NAV had you bought a share class that is subject to a front-end sales load. Instead, you bought a share class that is not subject to a front-end sales load, but is subject to annual asset-based sales charges of 0.75% of net asset value for a period of 6 years.

credit fees always reduce the value - no "may" about it

F. Explanations and definitions

- Net asset value (NAV) - Net asset value is the approximate value of one share of a fund, and is determined by dividing the fund's net assets by the number of shares outstanding. When you sell your shares, their NAV may differ from the price you paid for the shares.
- Price and NAV - Securities that have front-end sales loads are sold at the public offering price. That price includes the sales load and therefore is higher than the NAV.
- Amount of your investment - When you buy a share class that has a front-end sales load, the "net amount invested" equals what you paid for the shares minus the sales load. That is the value of the shares.
- Dollar and percentage values - This document provides information about what you pay and what your broker-dealer will receive. Some of that information is set forth in dollar amounts and as percentages of "your investment." In general, those percentages are based on the net amount of your investment (which is the current value of the shares you are purchasing). Information about back-end sales loads and first year sales charges and service fees may be based on the value of your investment at some point in the future.
- Timing of sales loads - If you buy shares with a front-end sales load, you pay a fee at the time of purchase. If you buy shares with a back-end sales load (sometimes called a deferred sales load), you may pay a fee when you sell your shares, depending on how long you hold them. If these shares have a back-end sales load, the amount of the fee you pay will depend on when you sell the shares and their NAV at the time.
- Asset-based fees - Asset-based sales charges and service fees (such as 12b-1 fees) are annual fees that the fund pays out of its assets to market its shares to potential investors or to compensate brokers for maintaining the accounts of current shareholders. By reducing the amount of a fund's assets (that otherwise would be available for investment), ~~the fees may~~ reduce the return on your investment. The amount of future asset-based fees is not predictable because these fees are a percentage of NAV, which can fluctuate over time. Share classes that have a back-end sales load often will have higher asset-based fees than comparable share classes with a front-end sales load. However, share classes with a back-end sales load may, in some later year, convert to a share class with lower asset-based fees.
- Disclosure of revenue sharing and portfolio brokerage commissions - This document provides information about revenue sharing that the broker-dealer has received from affiliates of the fund, and portfolio brokerage commissions that the broker-dealer has received from the fund or its affiliates. Those amounts are stated as a percentage of the broker-dealer's sales on behalf of the fund complex - consisting of the fund or its affiliates - over a recent 12 month period. For example, if a broker-dealer received \$1 million in revenue sharing from a fund complex over that period, and the broker-dealer sold \$50 million worth of shares for the fund complex over that period, then revenue sharing represents 2 percent of total sales. Based on that percentage, this confirmation also states the amount of that compensation that may be associated with this transaction. These are estimates only, and your broker-dealer can provide you with more specific information.
- What is revenue sharing? - Revenue sharing occurs when the investment adviser to the fund, or another affiliate of the fund, makes payments to a broker-dealer. In some cases, the investment adviser may describe those payments as reimbursing the broker-dealer for expenses it incurs in selling the shares. Those payments - ~~regardless~~ if they are labeled as reimbursements - may give the broker-dealer a greater incentive to sell the shares of that fund or affiliated funds.
- What are portfolio brokerage commissions? - Portfolio brokerage commissions are payments that a fund makes to broker-dealers for helping the fund buy or sell securities in the fund's portfolio. Portfolio brokerage commissions may give the broker-dealer a greater incentive to sell the shares of that fund or affiliated funds.
- Special compensation for proprietary sales - This document states whether your broker-dealer pays its salespersons or other associated persons a higher compensation rate for selling securities of affiliated funds (proprietary sales) than the rate that the broker-dealer pays for selling securities of non-affiliated funds. In some cases, a broker-dealer pays its personnel a higher percentage of the broker-dealer's own compensation for the sale of securities of affiliated funds than it pays for the sale of securities of non-affiliated funds. This may give your broker a greater incentive to sell the shares of affiliated funds than non-affiliated funds.
- Special compensation for shares with a back-end sales load - This document states whether your broker-dealer pays its salespersons or other associated persons higher compensation, in actual dollars, for selling a security with a back-end sales load than your broker-dealer pays its personnel for ~~the sale of~~ the same dollar amount of shares in a share class with a front-end sales load. Some share classes without front-end sales loads (such as class B shares) may require you to pay higher asset-based fees than share classes with front-end sales loads (typically class A shares). Broker-dealer personnel may earn more when they sell classes with a back-end sales load, and therefore your broker may have a greater incentive to sell shares with a back-end sales load.
- Comparison ranges - The "comparison ranges" provide additional information about your purchase. These are expressed as a percentage of NAV. In the case of sales loads, asset-based fees and sales fees received by the broker-dealer, ~~these comparison ranges~~ represent the range of charges and fees associated with 95 percent of comparable securities. For example, a comparison range of "0-4%" means that 95 percent of comparable securities would charge between zero and 4 percent of NAV for a sale of that size. In the case of revenue sharing and portfolio brokerage commissions earned by the broker-dealer, the comparison range represents the range associated with the activity of 95 percent of other firms that distribute comparable securities.

held the (conditional)

I would indent these to show that they go with the paragraph above. Otherwise, its confusing.

selling

fees

even

which are the