



Rule Comments

Proposed Rule on Mutual Fund Disclosure Forms

(SEC File No. S7-06-04)

433

RECEIVED

MAR 15 2004

OFFICE OF THE SECRETARY

Name:

J. SHEPARD

Please be aware that all comments we receive will become part of the public record of what we considered in this matter. Please return the comment form to the SEC representative or mail your comments to the following address:

Jonathan G. Katz, Secretary
U.S. Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549-0609

Comments:

My complaint regarding A.G. Edwards' handling of our investment: They mis-represented the chances on the return; they relentlessly pursued us and rushed a decision - "had to purchase by" and then provided information that was years old. We were never advised that the investment was in fact high risk.

All that mattered to A.G. Edwards was that they made the commission and that the new, young, sales person made his "Quota."

Mutual funds have opened up a steady stream of cash for greedy firms and managers to get rich on. It is

More space provided on back of page.

As a result

almost human nature for managers to become careless and self serving and push money into un-worthy investments. The SEC has to find a way of insuring to the poor investor who puts his savings into mutual funds that the "investment" is sound, that the information on the investment is current and unbiased and that the rating is accurate.

Commission disclosures can be a worthy tool, but sales quotas have no business in this field.

High pressure sales should attract fines and we need to return to civility when investors made investments in companies to grow them - not make their CEO etc. millionaires. If the investor loses, so should the management. We need a kind of "hippocratic oath" for fund managers and their record needs to be traceable.

Acme Clearing, Inc.			
Fees and Payments Associated with Your Investment			
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	<i>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.</i>	
Other charges:	\$0.00		
B. What you pay (directly and indirectly) for purchases			
Front-end sales load	\$321.18	<i>which is equivalent to 4.18% of your investment</i> <i>Industry norms: Range x.xx - x.xx%; median x.xx%.</i>	
Back-end sales load	NA		
Estimated first-year asset-based sales charges	NA		
Estimated first-year asset-based service fees	\$19.20	<i>which is equivalent to 0.25% of your investment</i> <i>Industry norms: Range x.xx - x.xx%; median x.xx%.</i>	
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	<i>which is equivalent to 3.91% of your investment</i> <i>Industry norms: Range x.xx - x.xx%; median x.xx%.</i>	
Revenue sharing AAA Introducing may receive in connection with your purchase:	\$30.72	<i>which is equivalent to 0.40% of your investment</i> <i>Industry norms: Range x.xx - x.xx%; median x.xx%.</i>	
Portfolio brokerage commissions AAA Introducing may receive in connection with your purchase:	\$15.36	<i>which is equivalent to 0.20% of your investment</i> <i>Industry norms: Range x.xx - x.xx%; median x.xx%.</i>	
Additional disclosures:			
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?	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	NA <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 <input type="checkbox"/>	No <input type="checkbox"/>	NA <input checked="" type="checkbox"/>
E. Breakpoint discount information			
Many mutual fund companies offer sales load discounts to customers that 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.			

Add
on
all
pages

I have read and understand
A-E above
Investor

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, those 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.

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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:	440.286	Price (NAV plus load):	\$18.17
Security issuer:	BBB Equity Fund	Amount paid/received:	\$8,000.00
Class (if applicable):	B	Amount of your investment/sale:	\$8,000.00
Commission/other compensation:	\$0.00	<i>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.</i>	
Other charges:	\$0.00		
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	<i>or 5% of your investment, whichever is less</i> <i>Industry norms: Range x.xx - x.xx%; median x.xx%.</i>	
<i>If you sell these shares in two years, you will pay</i>	\$320.00	<i>or 4% of your investment, whichever is less</i> <i>Industry norms: Range x.xx - x.xx%; median x.xx%.</i>	
<i>If you sell these shares in three years, you will pay</i>	\$240.00	<i>or 3% of your investment, whichever is less</i> <i>Industry norms: Range x.xx - x.xx%; median x.xx%.</i>	
<i>If you sell these shares in four years, you will pay</i>	\$240.00	<i>or 3% of your investment, whichever is less</i> <i>Industry norms: Range x.xx - x.xx%; median x.xx%.</i>	
<i>If you sell these shares in five years, you will pay</i>	\$160.00	<i>or 2% of your investment, whichever is less</i> <i>Industry norms: Range x.xx - x.xx%; median x.xx%.</i>	
<i>If you sell these shares in six years, you will pay</i>	\$80.00	<i>or 1% of your investment, whichever is less</i> <i>Industry norms: Range x.xx - x.xx%; median x.xx%.</i>	
Estimated first-year asset-based sales charges	\$60.00	<i>which is equivalent to 0.75% of your investment</i> <i>Industry norms: Range x.xx - x.xx%; median x.xx%.</i>	
Estimated first-year asset-based service fees	\$20.00	<i>which is equivalent to 0.25% of your investment</i> <i>Industry norms: Range x.xx - x.xx%; median x.xx%.</i>	
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Portfolio brokerage commissions AAA Introducing may receive in connection with your purchase:	\$16.00	<i>which is equivalent to 0.20% of your investment</i> <i>Industry norms: Range x.xx - x.xx%; median x.xx%.</i>	
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E. Breakpoint discount information			
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Security issuer:	BBB Equity Fund	Amount paid/received:	\$8,000.00
Class (if applicable):	B	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

If you sell these shares in one year, you will pay	\$400.00	(which equals 5% of your investment) Industry norms: Range x.xx - x.xx%; median x.xx%.
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Attachment 4 - Point of sale example for hypothetical class A share purchase

AAA Introducing, Inc.

Name	John Doe
Account number	1234-5678
Date	1/1/05
Security under consideration	BBB Equity Fund
Class	A
Amount of contemplated transaction	\$8,000.00

Sales load and what we will be paid up front

Front-end sales load	\$321.18
Back-end sales load - maximum first year	NA
Amount of sales fee we will receive from the fund	\$300.00
Estimated first year asset-based distribution or service fees that we will receive from the fund	\$19.20

Potential conflicts of interest

Do the fund or its affiliates pay us brokerage commissions for buying or selling fund assets, such as stocks and bonds?	Yes
Do the fund's affiliates make additional payments to us, such as revenue sharing?	Yes

Special compensation for our personnel - potential conflicts of interest

If this is a "proprietary" security issued by an affiliate, would we pay more to our personnel for selling it to you?	No
If this security carries a back-end sales load, would we pay more to our personnel for selling it to you?	NA

ASK BEFORE YOU BUY! This document contains information that your broker-dealer is required to provide you about potential transactions in certain investments, such as mutual funds, variable annuities or "529 plans." It tells you about the investment's sales-related costs, and about the incentives your broker-dealer and its personnel have to sell you this investment. **YOU HAVE A RIGHT TO CONSIDER THE COSTS OF THE INVESTMENT AND YOUR BROKER-DEALER'S INCENTIVES BEFORE YOU DECIDE WHETHER TO MAKE THE INVESTMENT.**

SOME THINGS TO KNOW ABOUT LOADS: Sometimes shares that do not have a front-end load have high fees -- which makes them more expensive for the long-term investor. Also, many mutual fund companies offer sales load discounts to investors over a certain level. Sometimes family or household holdings can count toward these discounts. To find out more, talk with your broker or financial adviser, or check the fund's prospectus or website.

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.
- 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 the 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 would otherwise be available for investment), the fees may reduce the return on your investment. The amount of future asset-based fees generally 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 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.
- What is revenue sharing? - Revenue sharing occurs when the investment adviser to a fund, or another affiliate of a 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 higher incentive to sell the shares of that fund or affiliated funds.
- Special compensation - This document states whether your broker-dealer would pay its salespersons or other associated persons higher compensation if you decide to buy the security you are considering. Some broker-dealers pay their personnel higher compensation, as a percentage of the broker-dealers' own compensation, for selling their affiliates' securities. In addition, some broker-dealers pay their personnel higher compensation, in actual dollars, for selling a security that has a back-end sales load, because broker-dealers themselves may earn more when they sell those share classes.

Attachment 5 - Point of sale example for hypothetical class B share purchase

AAA Introducing, Inc.

Name	John Doe
Account number	1234-5678
Date	1/1/05
Security under consideration	BBB Equity Fund
Class	B
Amount of contemplated transaction	\$8,000.00

Sales load and what we will be paid up front

Front-end sales load	NA
Back-end sales load - maximum first year <i>- back-end sales loads terminate after six years</i>	\$400.00
Amount of sales fee we will receive from the fund	\$320.00
Estimated first year asset-based distribution or service fees that we will receive from the fund	\$80.00

Potential conflicts of interest

Do the fund or its affiliates pay us brokerage commissions for buying or selling fund assets, such as stocks and bonds?	Yes
Do the fund's affiliates make additional payments to us, such as revenue sharing?	Yes

Special compensation for our personnel - potential conflicts of interest

If this is a "proprietary" security issued by an affiliate, would we pay more to our personnel for selling it to you?	No
If this security carries a back-end sales load, would we pay more to our personnel for selling it to you?	Yes

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