

MEMORANDUM

August 6, 2004

TO: File No. S7-12-04

FROM: Paul G. Cellupica
Office of Disclosure Regulation
Division of Investment Management (“IM”)

RE: Disclosure Regarding Portfolio Managers of Registered Management
Investment Companies – Release No. IC-26383

On August 4, 2004, Elizabeth Krentzman, General Counsel of the Investment Company Institute (“ICI”) and Amy Lancellotta, Senior Counsel of the ICI, met with the following staff members of the SEC’s Division of Investment Management: Paul Roye, Director; Susan Nash, Associate Director; Douglas Scheidt, Associate Director; and Paul G. Cellupica, Assistant Director.

With respect to the above-referenced rule proposal, Ms. Krentzman and Ms. Lancellotta reiterated certain of the comments made in the ICI’s comment letter dated May 20, 2004. In particular, they expressed concerns about the broad scope of disclosure proposed to be required regarding a portfolio manager’s securities ownership, and the impact that this disclosure could have on managers’ privacy. They also noted that there could be a number of reasons why a portfolio manager is not invested in a fund that he or she manages that are unrelated to the manager’s level of confidence in the fund.