



Comment letter to the SEC

RE: File No. S7-21-04 Comments on Release No. 33-8419; 34-49644

July 8, 2004

Jonathan G. Katz, Secretary
United States Securities and Exchange Commission
450 Fifth Street, NW
Washington, DC 20549-0609

VIA EMAIL (rule-comments@sec.gov)

**RE: File No. S7-21-04
Comments on Release No. 33-8419; 34-49644**

Dear Mr. Katz:

The American Society of Corporate Secretaries, Inc. (ASCS) is a professional association founded in 1946, serving more than 3,000 issuers. Job responsibilities of our members include working with corporate boards of directors and senior management regarding corporate governance; assuring issuer compliance with securities regulations and listing requirements; and coordinating activities with shareholders such as proxy voting for the annual meeting of shareholders and negotiation of shareholder proposals. The majority of ASCS members are attorneys. This letter is submitted in response to the Commission's request for comment in connection with the release entitled "Proposed Rule: Asset Backed-Securities" (the "Proposing Release").

The Proposing Release states that asset-backed securities ("ABS") and their issuers differ from corporate securities and operating companies, and it proposes to provide a comprehensive framework for ABS issuers that takes those differences into account. In doing so, the Commission seeks to provide transparency and predictability by streamlining and codifying rules to replace informal staff guidance, and to modify rules and forms where they are not designed for the ABS markets. We support these goals, and in particular the Commission's acknowledgment that "the accumulated informal guidance, while helpful to some ABS transactions, has diminished the transparency of

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applicable requirements because an ABS registrant or investor seeking to understand the applicable requirements must review and assimilate a large body of no-action letters and other staff positions.”

In particular, we wish to commend the Commission for focusing on those matters of clear relevance to investors in fashioning proposed rules on disclosure, and for looking to current industry practice as a guide where appropriate to what disclosure is relevant. We also support the Commission’s effort to fashion “principles based” disclosure rules. This approach, whether applied here or in other contexts, can only reduce the amount of unnecessary disclosure and boilerplate, and result in disclosure that is useful to investors.

We believe, in summary, that the Commission’s overall approach of providing more transparency and predictability, and focusing on the practical realities of the marketplace, will benefit issuers and investors alike, and in this case will lead to a more efficient ABS market. We encourage Commission to take a similar approach to other appropriate areas within its jurisdiction, and invite the Commission to call upon the Society for any assistance it believes would be helpful.

Cordially,

Securities Law Committee
of the American Society of Corporate Secretaries

by Frank G. Zarb, Jr.

cc (via email):

**Pauline Candaux
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