

SECURITIES AND EXCHANGE COMMISSION

17 CFR Parts 200, 201, 202, 203, 209, 230, 232, 240, 249, 249b, 260, 270, 274, 275, and 279

[Release No. 34-57877]

Regional Office Reorganization

AGENCY: Securities and Exchange Commission.

ACTION: Final rule amendments.

SUMMARY: The Securities and Exchange Commission is amending its rules to reflect the reorganization of its former five regional and six district offices into eleven regional offices reporting directly to SEC Headquarters. The Commission also is correcting addresses appearing in its rules.

DATES: Effective Date: June 5, 2008.

FOR FURTHER INFORMATION CONTACT:

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SUPPLEMENTARY INFORMATION: The Commission is amending 17 CFR parts 200, 201, 202, 203, 209, 230, 232, 240, 249, 249b, 260, 270, 274, 275, and 279.

I. Discussion

On March 30, 2007, the Chairman of the Securities and Exchange Commission announced a new structure for the Commission's regional and district offices and changes to the designation of the offices and their chief supervisory personnel.¹ These changes, which became effective on April 1, 2007, were intended to facilitate the regional offices' cooperation with state and federal regulators, law enforcement agencies and consumer groups at the local level to better protect investors no matter where they live or with whom they invest.

As a result of the reorganization, the former structure, in which there were six district offices reporting to five regional offices that, in turn, reported to Commission headquarters, was replaced by a new structure in which there are eleven regional offices, each reporting directly to Commission headquarters. Each regional office is now designated by the name of the city in which it is located, as follows: Atlanta Regional Office, Boston Regional Office, Chicago Regional Office, Denver Regional Office, Fort Worth Regional Office, Los Angeles

Regional Office, Miami Regional Office, New York Regional Office, Philadelphia Regional Office, Salt Lake City Regional Office, and San Francisco Regional Office.

Pursuant to the reorganization, the title "District Administrator" was discontinued, and the heads of all of the regional offices are now called "Regional Directors." The term "Regional Director" also replaced the term "District Administrator" in the titles of subordinate managers in the regional offices. The regional offices report, on enforcement matters, to the Deputy Director of the Division of Enforcement who is responsible for regional office enforcement matters and, on examination matters, to the Director of the Office of Compliance Inspections and Examinations. The Director of Regional Office Operations continues to oversee regional office operational and management issues.

To reflect this reorganization, the Commission is amending certain of its rules to delete the term "district office" or replace it with the term "regional office," as appropriate. Likewise, the Commission is amending certain of its rules to delete the term "District Administrator" or replace it with the term "Regional Director," as appropriate. The Commission also is removing rules that describe the duties of District Administrators and delegate functions to these persons. In addition, because a number of Commission offices have relocated since the adoption of the current rules, the Commission is amending its rules to update the addresses that appear in its rules for all of its offices.

The rule amendments also update the geographic allocation of examination and enforcement jurisdiction to each Regional Director. This geographic allocation also determines where brokers, dealers, transfer agents, clearing agents, registered securities associations, investment advisers, and others must file reports that are required to be filed in regional offices. These registrants should note changes in the geographic allocation resulting from the reorganization.

II. Administrative Procedure Act and Other Administrative Laws

The Commission has determined that these amendments to its rules relate solely to the agency's organization, procedure, or practice. Therefore, the provisions of the Administrative Procedure Act ("APA") regarding notice of proposed rulemaking and opportunity for public participation are

not applicable.² For the same reason, and because these amendments do not substantially affect the rights or obligations of non-agency parties, the provisions of the Small Business Regulatory Enforcement Fairness Act are not applicable.³ In addition, the provisions of the Regulatory Flexibility Act, which apply only when notice and comment are required by the APA or other law, are not applicable.⁴ Finally, these amendments do not contain any collection of information requirements as defined by the Paperwork Reduction Act of 1995, as amended.⁵

III. Cost-Benefit Analysis

The Commission is sensitive to the costs and benefits imposed by its rules. The rule amendments the Commission is adopting today update the Commission's rules to reflect the reorganization of the Commission's regional offices. The amendments also update addresses for the Commission's offices that appear in the Commission's rules.

The Commission believes that the reorganization of the Commission's regional offices will produce the benefit of facilitating the offices' cooperation with state and federal regulators, law enforcement agencies and consumer groups at the local level to better protect investors no matter where they live or with whom they invest. The reorganization also should help eliminate the potential for redundancy and overlap in the Commission's inspection and enforcement procedures. Updating addresses in the Commission's rules will help registrants, investors, and others avoid misdirecting their communications with the Commission. The Commission does not believe that the rule amendments will impose any costs on non-agency parties, or that if there are any such costs, they are negligible.

IV. Consideration of Burden on Competition

Section 23(a)(2) of the Securities Exchange Act of 1934 ("Exchange Act") requires the Commission, in making rules pursuant to any provision of the Exchange Act, to consider among other matters the impact any such rule would have on competition. The Commission does not believe that the amendments that the Commission is adopting today will have any impact on competition.

² 5 U.S.C. 553(b).

³ 5 U.S.C. 804.

⁴ 5 U.S.C. 601-12.

⁵ 44 U.S.C. 3501-20.

¹ Press Rel. No. 2007-59 (March 30, 2007).

V. Statutory Basis

The Commission is adopting amendments to 17 CFR parts 200, 201, 202, 203, 209, 229, 230, 232, 239, 240, 249, 249b, 260, 269, 270, 274, 275, and 279 pursuant to 15 U.S.C. 77s, 78d-1, 78w, 80a-37, 80b-11, 7202, and the authorities set forth therein.

VI. Text of Final Amendments

List of Subjects

17 CFR Part 200

Administrative practice and procedure, Authority delegations (Government agencies), Classified information, Environmental impact statements, Equal employment opportunity, Freedom of information, Government employees, Organization and functions (Government agencies), Privacy, Reporting and recordkeeping requirements.

17 CFR Parts 201

Administrative practice and procedure.

17 CFR Part 202

Administrative practice and procedure, Securities.

17 CFR Part 203

Administrative practice and procedure, Investigations, Securities.

17 CFR Part 209

Administrative practice and procedure.

17 CFR Parts 230 and 232

Reporting and recordkeeping requirements, Securities.

17 CFR Part 240

Brokers, Reporting and recordkeeping requirements, Securities.

17 CFR Parts 249, 249b, and 260

Reporting and recordkeeping requirements.

17 CFR Part 270

Investment companies, Reporting and recordkeeping requirements, Securities.

17 CFR Parts 274, 275, and 279

Reporting and recordkeeping requirements.

■ In accordance with the foregoing, 17 CFR, Chapter II of the Code of Federal Regulations is amended as follows:

PART 200—ORGANIZATION; CONDUCT AND ETHICS; AND INFORMATION AND REQUESTS

Subpart A—Organization and Program Management

■ 1. The authority citation for part 200, subpart A, is amended by revising the following sub-authorities to read as follows:

Authority: 15 U.S.C. 77o, 77s, 77sss, 78d, 78d-1, 78d-2, 78w, 78ll(d), 78mm, 80a-37, 80b-11, and 7202, unless otherwise noted.

Sections 200.27 and 200.30-6 are also issued under 15 U.S.C. 77e, 77f, 77g, 77h, 77j, 77q, 77u, 78e, 78g, 78h, 78i, 78k, 78m, 78o, 78o-4, 78q, 78q-1, 78t-1, 78u, 77hhh, 77uuu, 80a-41, 80b-5, and 80b-9.

* * * * *

Section 200.30-3 is also issued under 15 U.S.C. 78b, 78d, 78f, 78k-1, 78q, 78s, and 78eee.

* * * * *

■ 2. Section 200.11 is revised to read as follows:

§ 200.11 Headquarters Office—Regional Office relationships.

(a)(1) Division and Office Heads in the Headquarters Office (100 F Street, NE., Washington, DC 20549) have Commission-wide responsibility to the Commission for the overall development, policy and technical guidance, and policy direction of the operating programs under their jurisdiction.

(2) Each Regional Director is responsible for the direction and supervision of his or her work force and for the execution of all programs in his or her office's region as shown in paragraph (b) of this section, in accordance with established policy, and reports, on enforcement matters, to the Deputy Director of the Division of Enforcement who is responsible for Regional Office enforcement matters and, on examination matters, to the Director of the Office of Compliance Inspections and Examinations. The Director of Regional Office Operations interacts with the Regional Directors and their staff on operational and administrative/management issues and serves as their representative in the Commission's Washington Headquarters in those areas.

(b) Regional Directors of the Commission.

Atlanta Regional Office: Alabama, Georgia, North Carolina, South Carolina, and Tennessee—Regional Director, 3475 Lenox Road, NE., Suite 1000, Atlanta, GA 30326-1232.

Boston Regional Office: Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont—Regional

Director, 33 Arch Street, 23rd Floor, Boston, MA 02110-1424.

Chicago Regional Office: Kentucky, Illinois, Indiana, Iowa, Michigan, Minnesota, Missouri, Ohio, and Wisconsin—Regional Director, 175 West Jackson Boulevard, Suite 900, Chicago, IL 60604-2908.

Denver Regional Office: Colorado, Kansas, Nebraska, New Mexico, North Dakota, South Dakota, and Wyoming—Regional Director, 1801 California Street, Suite 1500, Denver, CO 80202-2656.

Fort Worth Regional Office: Arkansas, Kansas (for certain purposes), Oklahoma, and Texas—Regional Director, Burnett Plaza, Suite 1900, 801 Cherry Street, Unit #18, Fort Worth, TX 76102-6882.

Los Angeles Regional Office: Arizona, Southern California (zip codes 93599 and below, except 93200-93299), Guam, Hawaii, and Nevada—Regional Director, 5670 Wilshire Boulevard, 11th Floor, Los Angeles, CA 90036-3648.

Miami Regional Office: Florida, Louisiana, Mississippi, Puerto Rico, and the Virgin Islands—Regional Director, 801 Brickell Avenue, Suite 1800, Miami, FL 33131-4901.

New York Regional Office: New York and New Jersey—Regional Director, 3 World Financial Center, Suite 400, New York, NY 10281-1022.

Philadelphia Regional Office: Delaware, District of Columbia, Maryland, Pennsylvania, Virginia, and West Virginia—Regional Director, 701 Market Street, Suite 2000, Philadelphia, PA 19106-1532.

Salt Lake City Regional Office: Utah—Regional Director, 15 W. South Temple Street, Suite 1800, Salt Lake City, UT 84101-1573.

San Francisco Regional Office: Alaska, Northern California (zip codes 93600 and up, plus 93200-93299), Idaho, Montana, Oregon, and Washington—Regional Director, 44 Montgomery Street, Suite 2600, San Francisco, CA 94104-4716.

(c) The geographic allocation set forth in paragraph (b) of this section determines where registered brokers, dealers, transfer agents, clearing agents, registered securities associations, investment advisers, and others as designated in this chapter must file reports required to be filed in regional offices.

§ 200.12 [Amended]

■ 3. Section 200.12 is amended by removing from the first sentence the phrase “and District Administrators” and the authority citation following the section.

§ 200.21a [Amended]

■ 4. Section 200.21a, paragraph (b)(2), is amended by removing the phrase “District Administrators.”.

■ 5. Section 200.27 is revised to read as follows:

§ 200.27 The Regional Directors.

Each Regional Director is responsible for executing the Commission's programs within his or her geographic region as set forth in § 200.11(b), subject to review, on enforcement matters, by the Deputy Director of the Division of Enforcement who is responsible for Regional Office enforcement matters and, on examination matters, by the Director of the Office of Compliance Inspections and Examinations, and subject to policy direction and review by the other Division Directors, the General Counsel, and the Chief Accountant. The Regional Directors' responsibilities include particularly the investigation of transactions in securities on national securities exchanges, in the over-the-counter market, and in distribution to the public; the examination of members of national securities exchanges and registered brokers and dealers, transfer agents, investment advisers and investment companies, including the examination of reports filed under § 240.17a-5 of this chapter; the prosecution of injunctive actions in U.S. District Courts and administrative proceedings before Administrative Law Judges; the rendering of assistance to U.S. Attorneys in criminal cases; and the making of the Commission's facilities more readily available to the public in that area. In addition, the Regional Director of the New York Regional Office is responsible for the Commission's participation in cases under chapters 9 and 11 of the Bankruptcy Code in Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, and Vermont; the Regional Director of the Atlanta Regional Office is responsible for such participation in Alabama, Delaware, District of Columbia, Florida, Georgia, Louisiana, Maryland, Mississippi, North Carolina, Puerto Rico, South Carolina, Tennessee, Virgin Islands, Virginia, and West Virginia; the Regional Director of the Chicago Regional Office is responsible for such participation in Arkansas, Colorado, Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, New Mexico, North Dakota, Ohio, Oklahoma, South Dakota, Texas, Wisconsin, and Wyoming; and the Regional Director of the Los Angeles Regional Office is

responsible for such participation in Alaska, Arizona, California, Guam, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, and Washington.

§ 200.27a [Removed]

■ 6. Section 200.27a is removed.

§ 200.28 [Amended]

■ 7. Section 200.28, paragraph (a), is amended by removing the phrase “Regional Administrators” and adding in its place “Regional Directors”.

§ 200.30-6a [Removed]

■ 8. Section 200.30-6a is removed.

§ 200.30-11 [Amended]

■ 9. Section 200.30-11, paragraph (c)(2), is amended by removing the phrase “or district” and by removing the authority citation following the section.

Subpart D—Information and Requests

■ 10. The general authority citation for part 200, subpart D, is revised to read as follows:

Authority: 5 U.S.C. 552, as amended, 15 U.S.C. 77f(d), 77s, 77ggg(a), 77sss, 78m(F)(3), 78w, 80a-37, 80a-44(a), 80a-44(b), 80b-10(a), and 80b-11.

* * * * *

■ 11. Section 200.80 is amended by:

■ a. In paragraph (a)(2), the introductory text, revising the phrase “during normal business hours at the public reference room located at 450 Fifth Street, NW., Room 1024, Washington, DC and at the Northeast and Midwest Regional Offices of the Commission,” to read “from 10 a.m. to 3 p.m., E.T., at the public reference room located at 100 F Street, NE., Washington, DC.”;

■ b. Revising paragraph (c)(1);

■ c. In paragraph (c)(2), in the first sentence, removing the phrase “or at its other public reference facilities”; in the second sentence, removing the phrase “and District”; and in the third sentence, removing the phrase “450 Fifth Street, NW., Washington, DC 20549” and adding in its place “100 F Street, NE., Washington, DC 20549”;

■ d. In paragraph (d)(1):

■ i. In the first sentence, revising the phrase “reference facilities may be made in person during normal business hours at those facilities” to read “reference facility may be made in person from 10 a.m. to 3 p.m., E.T., at this facility”;

■ ii. In the second sentence, revising the phrase “reference facilities” to read “reference facility”; and

■ iii. In the last sentence, revising the phrase “Operations Center, 6432 General Green Way, Alexandria, VA 22312-2413. The request may also be made by facsimile (703-914-1149) or by

Internet” to read “100 F Street, NE., Washington, DC 20549. The request may also be made by facsimile (202-772-9337) or by Internet”;

■ e. In paragraphs (d)(2) and (d)(4), first sentence, revising the phrase “reference facilities” to read “reference facility”;

■ f. In paragraph (d)(2), first sentence, removing the word “appropriate”;

■ g. Revising paragraph (d)(6)(ii);

■ h. In paragraph (d)(7)(i) in the third and fourth sentences, removing the phrase “or district”;

■ i. In the introductory text of paragraph (e), second sentence, removing the phrase “or district”;

■ j. In paragraph (e)(2), first and third sentences, revising the phrase “reference facilities” to read “reference facility” and in the second sentence revising the phrase “450 Fifth Street, NW., Room 1024, Washington, DC” to read “100 F Street, NE., Washington, DC”;

■ k. In paragraph (e)(7)(i), first sentence, by removing the phrase “Washington, DC, Northeast, or Midwest public reference rooms”, and adding in its place “Washington, DC public reference room”;

■ l. In paragraph (e)(7)(i), first sentence, removing the phrase “450 Fifth Street, NW., room 1024, Washington, DC 20549” and adding in its place the phrase “100 F Street, NE., Washington, DC 20549”; and

■ m. In paragraph (e)(7)(ii), last sentence, removing “450 Fifth Street, NW., Room 1024, Washington, DC” to read “100 F Street, NE., Washington, DC”;

■ n. In paragraph (e)(7)(iii), second sentence, removing the phrase “450 Fifth Street, NW., Room 1024, Washington, DC.” and adding in its place the phrase “100 F Street, NE., Washington, DC”, and removing the phrase “and district”.

The revisions read as follow:

§ 200.80 Commission records and information.

* * * * *

(c)(1) *Public reference facility.* In order to disseminate records, including those listed in appendix A to this section, the Commission has a specially staffed and equipped public reference room located at 100 F Street, NE., Washington, DC. Copying machines, which are available to requestors on a self-service or contractor-operated basis, can be used to make immediate copies up to 8½ by 11 inches in size of materials that are available for inspection in the Washington, DC Headquarters. Fees and levels of service are set out in the Commission's schedule of fees in appendix E to this

section and in information available from the public reference room. The Commission accepts only written requests for copies of documents.

(i) The public reference room in Washington, DC has available for public inspection all of the publicly available records of the Commission as described in paragraph (a) of this section. Upon request, and only when suitable arrangements can be made with respect to the transportation, storage, and inspection of records, records may be sent to any other Commission office for inspection at that office, if the records are not needed by the Commission or the staff in connection with the performance of official duties. When the records are sent to another office at the request of a member of the public, the requestor shall be charged all costs incurred by the Commission in transporting the records.

(ii) All regional offices of the Commission have available for public examination the materials set forth in paragraph (a)(2) of this section and the *SEC Docket*, *SEC News Digest*, and other SEC publications. Blank forms as well as other general information about the operations of the Commission described in paragraph (a)(1) of this section may also be available at particular regional offices.

(iii) The addresses of the Commission's regional offices are:

Atlanta Regional Office—3475 Lenox Road, NE., Suite 1000, Atlanta, GA 30326–1232. Office hours—9 a.m. to 5:30 p.m. E.T.

Boston Regional Office—33 Arch Street, 23rd Floor, Boston, MA 02110–1424. Office hours—9 a.m. to 5:30 p.m. E.T.

Chicago Regional Office—175 West Jackson Boulevard, Suite 900, Chicago, IL 60604–2908. Office hours—8:45 a.m. to 5:15 p.m. C.T.

Denver Regional Office—1801 California Street, Suite 1500, Denver, CO 80202–2656. Office hours—8 a.m. to 4:30 p.m. M.T.

Fort Worth Regional Office—Burnett Plaza, Suite 1900, 801 Cherry Street, Unit #18, Fort Worth, TX 76102–6882. Office hours—8:30 a.m. to 5 p.m. C.T.

Los Angeles Regional Office—5670 Wilshire Boulevard, 11th Floor, Los Angeles, CA 90036–3648. Office hours—8:30 a.m. to 5 p.m. P.T.

Miami Regional Office—801 Brickell Avenue, Suite 1800, Miami, FL 33131–4901. Office hours—9 a.m. to 5:30 p.m. E.T.

New York Regional Office—3 World Financial Center, Suite 400, New York, NY 10281–1022. Office hours—9 a.m. to 5:30 p.m. E.T.

Philadelphia Regional Office—701 Market Street, Suite 2000, Philadelphia, PA 19106–1532. Office hours—9 a.m. to 5:30 p.m. E.T.

Salt Lake City Regional Office—15 W. South Temple Street, Suite 1800, Salt Lake City, UT 84101–1573. Office hours—8 a.m. to 4:30 p.m. M.T.

San Francisco Regional Office—44 Montgomery Street, Suite 2600, San Francisco, CA 94104–4716. Office hours—8:30 a.m. to 5 p.m. P.T.

* * * * *

(d) * * *

(6) * * *

(ii) The appeal must be mailed to the Office of Freedom of Information and Privacy Act Operations, SEC, 100 F Street, NE., Washington, DC 20549, and a copy of it must be mailed to the General Counsel, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549.

* * * * *

§ 200.80e [Amended]

■ 12. The last paragraph of § 200.80e is amended by revising the phrase “public reference rooms” to read “public reference room” in the first sentence, and in the third sentence of the same paragraph removing the phrase “450 Fifth Street, NW., room 1024, Washington, DC 20549 or calling 202–272–3100” and adding in its place “100 F Street, NE., Washington, DC 20549 or calling 202–551–8090”.

§ 200.83 [Amended]

■ 13–14. Section 200.83 is amended by

■ a. Removing the phrase “Operations Center, 6432 General Green Way, Alexandria, VA 22312–2413”, and adding in its place the phrase “100 F Street, NE., Washington, DC 20549”, in the first sentence of paragraph (c)(3) and the second sentence of paragraph (c)(7); and

■ b. In paragraph (e)(2) by removing the phrase “Operations Center, 6432 General Green Way, Alexandria, VA 22312–2413, or by facsimile (703–914–1149)” and adding in its place the phrase “100 F Street, NE., Washington, DC 20549, or by facsimile (202–772–9337)”, in the second sentence, and by removing the phrase “450 Fifth Street, NW., Washington, DC 20549” and adding in its place the phrase “100 F Street, NE., Washington, DC 20549” in the third sentence.

Subpart G—Plan of Organization and Operation Effective During Emergency Conditions

■ 15. The authority citation for part 200, subpart G, continues to read as follows:

Authority: 15 U.S.C. 77s, 78d, 78d–1, 78w, 77sss, 80a–37, 80b–11; Reorganization Plan No. 10 of 1950 (15 U.S.C. 78d nt).

§ 200.202 [Amended]

■ 16. Section 200.202(a), second sentence, is amended by removing the phrase “and District” and by removing the phrase “or District Administrator”.

§ 200.203 [Amended]

■ 17. In § 200.203 paragraph (c)(1)(v) is removed.

§ 200.204 [Amended]

■ 18. Section 200.204 is amended by removing the phrase “and District Administrators”.

Subpart H—Regulations Pertaining to the Privacy of Individuals and Systems of Records Maintained by the Commission

■ 19. The authority citation for part 200, subpart H, continues to read in part as follows:

Authority: 5 U.S.C. 552a(f), unless otherwise noted.

* * * * *

■ 20. Section 200.303 is amended by:

■ a. Revising the phrase “Privacy Act Officer, SEC, Operations Center, 6432 General Green Way, Alexandria, VA 22312–2413, or by facsimile (703–914–1149)” in the introductory text of paragraph (a), first sentence, to read “Office of Freedom of Information and Privacy Act Operations, SEC, 100 F Street, NE., Washington, DC 20549, or by facsimile (202–772–9337)”;

■ b. Revising paragraph (a)(2); and

■ c. Revising the phrase “Office of Freedom of Information and Privacy Act Operations, SEC, Operations Center, 6432 General Green Way, Alexandria, VA 22312–2413, or at one of its Regional or District” to read “Office of Freedom of Information and Privacy Act Operations, SEC, 100 F Street, NE., Washington, DC 20549, or at one of its Regional” in the first sentence of paragraph (b)(2).

The revision reads as follows:

§ 200.303 Times, places and requirements for requests pertaining to individual records in a record system and for the identification of individuals making requests for access to the records pertaining to them.

(a) * * *

(2) *Verification of identity.* When the fact of the existence of a record is not required to be disclosed under the Freedom of Information Act, 5 U.S.C. 552, as amended, or when a record as to which access has been requested is not required to be disclosed under that Act, the individual seeking the information or requesting access to the

record shall be required to verify his or her identity before access will be granted or information given. For this purpose, individuals shall appear at the Office of Freedom of Information and Privacy Act Operations, SEC, 100 F Street, NE., Washington, DC 20549, during normal business hours of 9 a.m. to 5:30 p.m. E.S.T., Monday through Friday, or at one of the Commission's Regional Offices. The addresses and business hours of those offices are listed below:

Atlanta Regional Office—3475 Lenox Road, NE., Suite 1000, Atlanta, GA 30326–1232. Office hours—9 a.m. to 5:30 p.m. E.T.

Boston Regional Office—33 Arch Street, 23rd Floor, Boston, MA 02110–1424. Office hours—9 a.m. to 5:30 p.m. E.T.

Chicago Regional Office—175 West Jackson Boulevard, Suite 900, Chicago, IL 60604–2908. Office hours—8:45 a.m. to 5:15 p.m. C.T.

Denver Regional Office—1801 California Street, Suite 1500, Denver, CO 80202–2656. Office hours—8 a.m. to 4:30 p.m. M.T.

Fort Worth Regional Office—Burnett Plaza, Suite 1900, 801 Cherry Street, Unit #18, Fort Worth, TX 76102–6882. Office hours—8:30 a.m. to 5 p.m. C.T.

Los Angeles Regional Office—5670 Wilshire Boulevard, 11th Floor, Los Angeles, CA 90036–3648. Office hours—8:30 a.m. to 5 p.m. P.T.

Miami Regional Office—801 Brickell Avenue, Suite 1800, Miami, FL 33131–4901. Office hours—9 a.m. to 5:30 p.m. E.T.

New York Regional Office—3 World Financial Center, Suite 400, New York, NY 10281–1022. Office hours—9 a.m. to 5:30 p.m. E.T.

Philadelphia Regional Office—701 Market Street, Suite 2000, Philadelphia, PA 19106–1532. Office hours—9 a.m. to 5:30 p.m. E.T.

Salt Lake City Regional Office—15 W. South Temple Street, Suite 1800, Salt Lake City, UT 84101–1573. Office hours—8 a.m. to 4:30 p.m. M.T.

San Francisco Regional Office—44 Montgomery Street, Suite 2600, San Francisco, CA 94104–4716. Office hours—8:30 a.m. to 5 p.m. P.T.

None of the Commission's offices is open on Saturday, Sunday or the following legal holidays: New Year's Day, Martin Luther King, Jr.'s Birthday, Presidents' Day, Memorial Day, Independence Day, Labor Day, Veterans' Day, Columbus Day, Thanksgiving Day, and Christmas Day.

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§ 200.309 [Amended]

■ 21. Section 200.309 is amended by removing the phrase “or District” in the third and fourth sentences of paragraph (a)(1), and removing the authority citation at the end of the section.

Subpart J—Classification and Declassification of National Security Information and Material

■ 22. The authority citation for part 200, subpart J, continues to read as follows:

Authority: Sec. 19, Securities Act of 1933, as amended, 48 Stat. 84, 15 U.S.C. 77s. E.O. 12356, (47 FR 14874, Apr. 6, 1982). Information Security Oversight Office Directive No. 1 (47 FR 27836, June 25, 1982).

§ 200.503 [Amended]

■ 23. Section 200.503, introductory text of the section, second sentence, is amended by removing the phrase “450 5th Street, NW., Washington, DC 20549” and adding in its place the phrase “100 F Street, NE., Washington, DC 20549”.

§ 200.508 [Amended]

■ 24. Section 200.508, paragraph (a), second sentence, is amended by removing the phrase “450 5th Street, NW., Washington, DC 20549” and adding in its place the phrase “100 F Street, NE., Washington, DC 20549”.

Subpart K—Regulations Pertaining to the Protection of the Environment

■ 25. The authority citation for part 200, subpart K, continues to read as follows:

Authority: 15 U.S.C. 78w(a)(2).

§ 200.554 [Amended]

■ 26. Section 200.554, paragraph (b), is amended by removing the phrase “450 Fifth Street, NW., Room 1024, Washington, DC” and adding in its place the phrase “100 F Street, NE., Washington, DC 20549”.

Subpart L—Enforcement of Nondiscrimination on the Basis of Handicap in Programs or Activities Conducted by the Securities and Exchange Commission

■ 27. The authority citation for part 200, subpart L, continues to read as follows:

Authority: 29 U.S.C. 794.

§ 200.670 [Amended]

■ 28. Section 200.670, paragraph (c), is amended by removing the phrase “450 Fifth Street NW., Washington, DC 20549” and adding in its place the phrase “100 F Street, NE., Washington, DC 20549”.

Subpart M—Regulation Concerning Conduct of Members and Employees and Former Members and Employees of the Commission

■ 29. The authority citation for part 200, subpart M, is revised to read as follows:

Authority: 15 U.S.C. 77s, 77sss, 78w, 80a–37, 80b–11; E.O. 11222, 3 CFR, 1964–1965 Comp., p.36; 5 CFR 735.104, unless otherwise noted.

§ 200.735–3 [Amended]

■ 30. Section 200.735–3 is amended by:

- a. In the second sentence of paragraph (a)(3), third sentence of paragraph (b)(3)(i), and third sentence of paragraph (b)(10)(i), removing the phrase “Regional Administrators” and adding in its place the phrase “Regional Directors”; and
- b. In the fourth sentence of paragraph (b)(3)(i), first sentence of paragraph (b)(6)(i) and second sentence of paragraph (b)(10)(i), removing the phrase “Regional Administrator” and adding in its place the phrase “Regional Director”.

§ 200.735–4 [Amended]

■ 31. Section 200.735–4 is amended by:

- a. In the first sentence of paragraph (b)(6)(iii)(A)(1), first and second sentences of paragraph (b)(6)(iii)(B), and third sentence of paragraph (f), removing the phrase “Regional Administrators” and adding in its place the phrase “Regional Directors”; and
- b. In the first sentence of introductory text of paragraph (b)(6)(iii)(A) and second sentence of paragraph (f), removing the phrase “Regional Administrator” and adding in its place the phrase “Regional Director”.

§ 200.735–5 [Amended]

■ 32. Section 200.735–5, is amended by:

- a. In the first sentence of paragraph (f)(2), removing the phrase “Regional Administrator” and adding in its place the phrase “Regional Director”; and
- b. In the second sentence of paragraph (f)(2), removing the phrase “Regional Administrators” and adding in its place the phrase “Regional Directors”.

§ 200.735–6 [Amended]

■ 33. Section 200.735–6 is amended by:

- a. In the first and fourth sentences, removing the phrase “Regional Administrator” and adding in its place the phrase “Regional Director”; and
- b. In the second sentence, removing the phrase “Regional Administrators” and adding in its place the phrase “Regional Directors”.

■ 34. Section 200.735–11 is amended by revising paragraph (c)(2)(v) to read as follows:

§ 200.735–11 Statement of employment and financial interests.

* * * *

(c) * * *

(2) * * *

(v) Regional Offices

(A) Directors

(B) Associate Directors

(C) Assistant Directors

* * * *

§ 200.735–15 [Amended]

■ 35. Section 200.735–15, paragraph (b), first sentence, is amended by removing the phrase “Administrator of each regional office” and adding in its place “Regional Director of each regional office”.

PART 201—RULES OF PRACTICE

■ 36. The authority citation for part 201, is revised to read as follows:

Authority: 15 U.S.C. 77s, 77sss, 78w, 78x, 80a–37, and 80b–11; 5 U.S.C. 504(c)(1).

Subpart C—Procedures Pertaining to the Payment of Bounties Pursuant to Subsection 21A(e) of the Securities Exchange Act of 1934

■ 37. The authority citation for part 201, Subpart C, continues to read as follows:

Authority: 15 U.S.C. 78u–1 and 78w.

§ 201.63 [Amended]

■ 38. Section 201.63, last sentence, is amended by removing “450 Fifth Street NW., Washington, DC 20549” and adding in its place the phrase “100 F Street, NE., Washington, DC 20549”.

PART 202—INFORMAL AND OTHER PROCEDURES

■ 39. The authority citation for part 202 is revised to read as follows:

Authority: 15 U.S.C. 77s, 77t, 77sss, 77uuu, 78d–1, 78u, 78w, 78ll(d), 80a–37, 80a–41, 80b–9, 80b–11, 7202 and 7211 *et seq.*, unless otherwise noted.

Section 202.5 is also issued under sec. 20, 48 Stat. 86, sec. 21, 48 Stat. 899, sec. 18, 49 Stat. 831, sec. 321, 53 Stat. 1174, sec. 1, 76 Stat. 394, 15 U.S.C. 77t, 77uuu, 78d–1, 78u, 80a–41, and 80b–9.

Section 202.9 is also issued under sec. 223, 110 Stat. 859 (Mar. 29, 1996).

§ 202.2 [Amended]

■ 40. Section 202.2 is amended by removing the phrase “or district” from the last sentence.

§ 202.5 [Amended]

■ 41. Section 202.5, paragraph (c), third sentence, is amended by revising the phrase “Division Director, Regional Director, or District Administrator” to

read “Division Director or Regional Director”.

§ 202.7 [Amended]

■ 42. Section 202.7, paragraph (a), second sentence, is amended by removing the phrase “or district”, in both places it appears.

PART 203—RULES RELATING TO INVESTIGATIONS

■ 43. The authority citation for part 203 is revised to read as follows:

Authority: 15 U.S.C. 77s, 77sss, 78w, 80a–37, and 80b–11, unless otherwise noted.

§ 203.2 [Amended]

■ 44. Section 203.2 is amended by removing the phrase “Regional Offices at the level of Assistant Regional Director or District Administrator or higher” and adding in its place “Regional Offices at the level of Assistant Regional Director or higher”.

§ 203.7 [Amended]

■ 45. Section 203.7 is revised by:

■ a. In paragraph (a), second sentence, removing the phrase “Regional or District Offices at the level of Assistant Regional Director or District Administrator or higher” and adding in its place “Regional Offices at the level of Assistant Regional Director or higher”; and

■ b. In paragraph (e), second sentence, removing the phrase “§ 201.2(e) of this chapter (Rule 2(e) of the Commission’s rules of practice),” and adding in its place the phrase “§ 201.102(e) of this chapter (Rule 102(e) of the Commission’s rules of practice),”.

PART 209—FORMS PRESCRIBED UNDER THE COMMISSION’S RULES OF PRACTICE

■ 46. The authority citation for part 209 is revised to read as follows:

Authority: 15 U.S.C. 77h–1, 77u, 78u–2, 78u–3, 78v, 78w, 80a–9, 80a–37, 80a–38, 80a–39, 80a–40, 80a–41, 80a–44, 80b–3, 80b–9, 80b–11, and 80b–12, unless otherwise noted.

§ 209–0.1 [Amended]

■ 47. Section 209.0–1 is amended by:

■ a. Revising the phrase “450 Fifth Street, NW., Washington, DC 20549” to read “100 F Street, NE., Washington, DC 20549” in the first sentence of paragraph (b); and

■ b. Removing the phrase “and district” in the second and third sentences of paragraph (b).

PART 230—GENERAL RULES AND REGULATIONS, SECURITIES ACT OF 1933

■ 48. The authority citation for part 230 continues to read, in part, as follows:

Authority: 15 U.S.C. 77b, 77c, 77d, 77f, 77g, 77h, 77j, 77r, 77s, 77z–3, 77sss, 78c, 78d, 78j, 78l, 78m, 78n, 78o, 78t, 78w, 78ll(d), 78mm, 80a–8, 80a–24, 80a–28, 80a–29, 80a–30, and 80a–37, unless otherwise noted.

* * * *

§ 230.497 [Amended]

■ 49. Section 230.497, paragraph (k)(2)(ii), second sentence, is amended by removing the phrase “450 Fifth St., NW., Mail Stop 5–6, Washington, DC 20549–6009” and adding in its place the phrase “100 F Street, NE., Washington, DC 20549–4720”.

PART 232—REGULATION S–T—GENERAL RULES AND REGULATIONS FOR ELECTRONIC FILINGS

■ 50. The authority citation for part 232 continues to read, in part, as follows:

Authority: 15 U.S.C. 77f, 77g, 77h, 77j, 77s(a), 77z–3, 77sss(a), 78c(b), 78l, 78m, 78n, 78o(d), 78w(a), 78ll, 80a–8, 80a–29, 80a–30, 80a–37, and 7201 *et seq.*; and 18 U.S.C. 1350.

* * * *

§ 232.12 [Amended]

■ 51. Section 232.12, paragraph (a), is amended by removing the phrase “450 Fifth Street, NW., Washington, DC 20549” and adding in its place the phrase “100 F Street, NE., Washington, DC 20549”.

PART 240—GENERAL RULES AND REGULATIONS, SECURITIES EXCHANGE ACT OF 1934

■ 52. The authority citation for part 240 continues to read, in part, as follows:

Authority: 15 U.S.C. 77c, 77d, 77g, 77j, 77s, 77z–2, 77z–3, 77eee, 77ggg, 77nnn, 77sss, 77ttt, 78c, 78d, 78e, 78f, 78g, 78i, 78j, 78j–1, 78k, 78k–1, 78l, 78m, 78n, 78o, 78p, 78q, 78s, 78u–5, 78w, 78x, 78ll, 78mm, 80a–20, 80a–23, 80a–29, 80a–37, 80b–3, 80b–4, 80b–11, and 7201 *et seq.*; and 18 U.S.C. 1350, unless otherwise noted.

* * * *

§ 240.15b7–3T [Amended]

■ 53. Section 240.15b7–3T, paragraph (c), second sentence and paragraph (e)(2) are amended by removing the phrase “450 Fifth Street, NW., Washington, DC 20549–1002”, each time that it appears, and by adding in its place the phrase “100 F Street, NE., Washington, DC 20549–6628”.

§ 240.15c3–1 [Amended]

■ 54. Section 240.15c3–1 is amended:

- a. In paragraph (a)(6)(iv), second sentence, by removing the phrase “or district” each time it appears;
- b. In paragraph (a)(6)(v), second sentence, by removing the phrase “or district” each time it appears;
- c. In paragraph (c)(2)(x)(C)(1), by removing the phrase “district or” both times it appears;
- d. In paragraph (c)(12), by removing the phrase “or District”; and
- e. In paragraph (e)(1)(iv), by removing the phrase “or district” both times it appears.

§ 240.15c3–1d [Amended]

- 55. Section 240.15c3–1d is amended by:
 - a. Removing the phrase “or District” in the first and fourth sentences of paragraph (c)(6)(i) and the first sentence of paragraph (c)(6)(ii), each time that it appears; and
 - b. Removing the phrase “or district” in the first sentence of paragraphs (c)(6)(i) and (c)(6)(ii); and
 - c. Removing the authority citation at the end of the section.
- 56. Section 240.17a–3 is amended by removing the phrase “or district” in the first sentence of paragraph (b)(2) and the first sentence of the legend following paragraph (b)(2).

§ 240.17a–5 [Amended]

- 57. Section 240.17a–5 is amended by removing the phrase “or district” each time that it appears in:
 - a. The first sentence of paragraph (a)(3);
 - b. The second sentence of paragraph (b)(1);
 - c. The introductory text of paragraph (c)(1);
 - d. Paragraph (c)(2)(iii);
 - e. Paragraph (c)(2)(iv);
 - f. The last sentence of paragraph (d)(1)(i);
 - g. The first sentence of paragraph (d)(6);
 - h. The last sentence of the introductory text of paragraph (e)(4);
 - i. The first sentence of paragraph (f)(2)(i);
 - j. The introductory text of paragraph (f)(4); and
 - k. Paragraph (n)(1).

§ 240.17a–7 [Amended]

- 58. Section 240.17a–7 is amended by removing the phrase “or District” in:
 - a. Paragraph (b)(1);
 - b. The first sentence of the legend following paragraph (b)(1); and
 - c. The last sentence of paragraph (b)(2).

§ 240.17a–11 [Amended]

- 59. Section 240.17a–11 is amended, in paragraph (g), by revising the phrase

“regional or district office of the Commission for the region or district” to read “regional office of the Commission for the region”.

§ 240.17Ad–2 [Amended]

- 60. Section 240.17Ad–2 is amended by:
 - a. In paragraph (h)(1), revising the phrase “Regional or District Office of the Commission for the region or district” to read “regional office of the Commission for the region”; and
 - b. Removing the authority citation at the end of the section.

§ 240.17Ad–21T [Amended]

- 61. Section 240.17Ad–21T, paragraphs (c) and (e)(2), second sentences, is amended by removing the phrase “450 Fifth Street, NW, Washington, DC 20549–1002”, each time that it appears, and by adding in its place the phrase “100 F Street, NE., Washington, DC 20549–6628”.

PART 249—FORMS, SECURITIES EXCHANGE ACT OF 1934

- 62. The authority citation for part 249 continues to read, in part, as follows:

Authority: 15 U.S.C. 78a *et seq.*, and 7202, 7233, 7241, 7262, 7264, and 7265; and 18 U.S.C. 1350, unless otherwise noted.

* * * * *

§ 249.322 [Amended]

- 63. Section 249.322 is amended by removing the phrase “450 Fifth Street, NW., Washington, DC 20549” and adding in its place the phrase “100 F Street, NE., Washington, DC 20549”, in the last sentence of paragraph (a).

PART 249b—FURTHER FORMS, SECURITIES EXCHANGE ACT OF 1934

- 64. The authority citation for part 249b continues to read, in part, as follows:

Authority: 15 U.S.C. 78a *et seq.*, unless otherwise noted;

* * * * *

§ 249b.100 [Amended]

- 65. Section 249b.100 is amended by removing the phrase “450 Fifth Street, NW, Washington, DC 20549” and adding in its place the phrase “100 F Street, NE., Washington, DC 20549” and removing the phrase “and district” in footnote 1.

§ 249b.102 [Amended]

- 66. Section 249b.102 is amended by removing the phrase “450 Fifth Street, NW, Washington, DC 20549” and adding in its place the phrase “100 F Street, NE., Washington, DC 20549” and

removing the phrase “and district” in footnote 1.

§ 249b.200 [Amended]

- 67. Section 249b.200 is amended by removing the phrase “450 Fifth Street, NW, Washington, DC 20549” and adding in its place the phrase “100 F Street, NE., Washington, DC 20549” and removing the phrase “and district” in footnote 1.

PART 260—GENERAL RULES AND REGULATIONS, TRUST INDENTURE ACT OF 1939

- 68. The authority citation for part 260 continues to read as follows:

Authority: 15 U.S.C. 77eee, 77ggg, 77nnn, 77sss, 78ll(d), 80b–3, 80b–4, and 80b–11.

§ 260.0–5 [Amended]

- 69. Section 260.0–5, paragraph (a), is amended by removing the phrase “450 Fifth Street, NW., Washington, DC 20549” and adding in its place the phrase “100 F Street, NE., Washington, DC 20549”.

PART 270—RULES AND REGULATIONS, INVESTMENT COMPANY ACT OF 1940

- 70. The authority citation for part 270 continues to read, in part, as follows:

Authority: 15 U.S.C. 80a–1 *et seq.*, 80a–34(d), 80a–37, and 80a–39, unless otherwise noted.

* * * * *

§ 270.17f–4 [Amended]

- 71. Section 270.17f–4, paragraph (c)(1), fourth sentence, is amended by removing the phrase “450 5th Street, NW., Washington, DC 20549” and adding in its place the phrase “100 F Street, NE., Washington, DC 20549”.

PART 274—FORMS PRESCRIBED UNDER THE INVESTMENT COMPANY ACT OF 1940

- 72. The authority citation for part 274 continues to read, in part, as follows:

Authority: 15 U.S.C. 77f, 77g, 77h, 77j, 77s, 78c(b), 78l, 78m, 78n, 78o(d), 80a–8, 80a–24, 80a–26, and 80a–29, unless otherwise noted.

* * * * *

§ 274.0–1 [Amended]

- 73. Section 274.0–1 is amended, in paragraph (b), by removing the phrase “450 Fifth Street, NW., Washington, DC 20549” and adding in its place the phrase “100 F Street, NE., Washington, DC 20549” in the first sentence, and removing the phrase “and district” in the second and third sentences.

**PART 275—RULES AND
REGULATIONS, INVESTMENT
ADVISERS ACT OF 1940**

- 74. The authority citation for part 275 continues to read, in part, as follows:

Authority: 15 U.S.C. 80b-2(a)(11)(G), 80b-2(a)(17), 80b-3, 80b-4, 80b-4a, 80b-6(4), 80b-6a, and 80b-11, unless otherwise noted.

* * * * *

§ 275.204-2 [Amended]

- 75. Section 275.204-2 is amended by removing the phrase “or District” in

- a. The first sentence of paragraph (j)(3)(i);
- b. The first sentence of the legend following paragraph (j)(3)(i); and
- c. The last sentence of paragraph (j)(3)(ii).

**PART 279—FORMS PRESCRIBED
UNDER THE INVESTMENT ADVISERS
ACT OF 1940**

- 76. The authority citation for part 279 continues to read as follows:

Authority: The Investment Advisers Act of 1940, 15 U.S.C. 80b-1 *et seq.*

§ 279.0-1 [Amended]

- 77. Section 279.0-1 is amended, in paragraph (b), by removing the phrase “450 Fifth Street, NW., Washington, DC 20549” and adding in its place the phrase “100 F Street, NE., Washington, DC 20549” in the first sentence, and removing the phrase “and district”, in the second and third sentences.

Dated: May 28, 2008.

By the Commission.

Florence E. Harmon,

Acting Secretary.

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