

ARTICLE V X

Officers and Employees

Election of Officers of the Board

Sec. 1. As soon as practicable, following the annual election of members to the Board of Governors, the Board of Governors shall elect from its members a Chairman, one or more Vice Chairmen, and such other officers as it shall deem necessary or advisable, to serve until the next annual election and or until their successors are chosen and qualify. The officers so elected shall have such powers and duties as may be determined from time to time by the Board of Governors. The Board of Governors, by affirmative vote of ~~fourteen~~ a majority of its members, may remove any such officer at any time.

Officers of the Corporation

Sec. 2. The Board of Governors shall select a chief executive officer, to be designated President of the Corporation, who ~~as such chief executive officer of the Association;~~ shall be responsible for the management and administration of its affairs and shall be the official representative of the ~~Association~~ Corporation in all public matters and shall, ~~during his incumbency,~~ be a member of the Board of ~~Governors~~ and ex officio a member of any committee authorized by the Board of Governors. The Board may provide for other executive or administrative officers as it shall deem necessary or advisable, including, but not limited to, Executive Vice-President, Senior Vice-President, Vice-President, General Counsel, Secretary and Treasurer of the Corporation. All such officers shall have such titles, such powers and duties and shall be entitled to such compensation as shall be determined from time to time by the Board of Governors. The terms of office of such officers shall be at the pleasure of the Board of Governors, which by affirmative vote of ~~fourteen~~ a majority of the members, may remove any such officer at any time.

Explanation

The changes expand the class of authorized officers and permit removal of any officer by a majority vote of the Board. The fact that the President shall serve as a member of the Board has been transferred to new Article VII, Section 3(a) of the By-Laws.

Absence of President

Sec. 3. In the case of the absence or inability to act of the President of the Corporation, or in case of a vacancy in such office, the Board of Governors may appoint its Chairman or such other person as it may designate to act as such officer pro tem, who shall assume all the functions and discharge all the duties of the President.

Employment of Counsel

Sec. 4. The Board of Governors may retain or authorize the employment of counsel, with such powers, titles, duties and authority as it shall deem necessary or advisable.

Administrative Staff

Sec. 5. The Board of Governors may employ or authorize the employment and prescribe the powers and duties of such an administrative staff as it deems necessary or advisable. The employment and compensation of such administrative staff of the Corporation shall be at the pleasure of the Board of Governors.

Restrictions on Compensation of Board and
Committee Members

Sec. 6. No member of the Board of Governors; (except the that member who is designated President of the Corporation as provided in Section 2 of this Article, or the President pro tem), as provided in Section 3 of this Article, or no member of any District Committee or of and no member of any other Committee, shall be entitled to receive any compensation from the Corporation for any work done in connection with his duties as a member of the Board of Governors, any District

Committee or any other committee; but However, all members of the Board of Governors, of the Advisory Council, of the District Committees, and of all other Committees appointed either by the Board of Governors or by any District Committee, such persons shall be entitled to reimbursement for reasonable expenses incurred in connection with the business of the Corporation.

Explanation

Grammatical changes and a proposed revision which would permit payment by the Association for the performance of services unrelated to Board or committee activity such as acting as outside counsel to the Association.

ARTICLE VI XI

Committees

National Standing Committees

Sec. 1. The Board of Governors may appoint such standing and other committees as it deems necessary or desirable, and it shall fix their powers, duties and terms of office.

District Standing Committees

Sec. 2. Each District Committee, in the exercise of its powers and performance of its duties as provided in the By-Laws, may, except as otherwise herein provided, appoint such standing or other committees or subcommittees as it deems necessary or desirable, and shall fix their powers, duties and terms of office.

~~District and local Business Conduct Committees~~

~~Sec. 3. Each District Committee annually shall appoint from among its members or members of the Corporation having places of business within the District, a District Business Conduct Committee of not more than twelve members, at least one member of which shall be a member of the District Committee; provided, however, that the Board of Governors by resolution may increase, upon request any such District Business Conduct Committee to a larger number. Each such committee shall function as the Business Conduct Committee of the Corporation in such District in accordance with the By-laws, Rules of Fair~~

~~Practice, and Code of Procedure for Handling Trade Practice Complaints. Each District Committee may also appoint such local Business Conduct Committees as it deems necessary or appropriate and, wherever possible, at least one member of each such local Business Conduct Committee shall be a member of the District Business Conduct Committee. Each such local Business Conduct Committee shall function as a subcommittee of the District Business Conduct Committee in accordance with the By-laws, the Rules of Fair Practice, and the Code of Procedure for Handling Trade Practice Complaints.~~

Explanation

The language concerning appointment of District Business Conduct Committee is being deleted because as a practical matter the members of the District Committees and District Business Conduct Committees are the same persons. The elimination of language concerning local Business Conduct Committees is done because no such committees have been constituted.

Removal of Committeemen Member

~~Sec. 4. 3.~~ Any member of any committee appointed pursuant to Sections ~~1, 2 or 3~~ 1 or 2 of this Article may be removed from office, after appropriate notice from the District Committee appointing such member, or from the Board of Governors, if it is the appointing authority, for refusal, failure, neglect or inability to discharge his duties, or for any cause the sufficiency of which shall be decided by the District Committee or the Board of Governors, whichever is the appointing authority.

Executive Committee

~~Sec. 5 4.~~ By resolution passed not less than annually by a majority of the entire Board of Governors, there may be created an Executive Committee, consisting of five or more members of the Board, which ~~Committee shall have and may exercise~~ such of the powers of the Board in the management of the business and affairs of the Corporation ~~in the interim~~ between meetings of the Board of Governors as may be delegated to it from time to time by the Board. ~~Each~~ The Executive Committee

created hereunder shall keep minutes of its meetings and shall report its proceedings to the Board of Governors at each the next meeting thereof.

Explanation

The amendment would require the Board to adopt a resolution appointing an Executive Committee at least once a year. The other changes are clarifying.

ARTICLE VII XII

Rules of Fair Practice

**Authority to Adopt Rules and Amendments—
Submission to Members—Voting on Rules
and Amendments**

~~Sec. 1.~~ To promote and enforce just and equitable principles of trade and business, to maintain high standards of commercial honor and integrity among members of the Corporation, to prevent fraudulent and manipulative acts and practices, to provide safeguards against unreasonable profits or unreasonable rates of commissions or other charges, to protect investors and the public interest, to collaborate with governmental and other agencies in the promotion of fair practices and the elimination of fraud, and in general to carry out the purposes of the Corporation and of ~~Section 15A~~ of the Act, the Board of Governors is hereby authorized to adopt for submission to the members of the Corporation such ~~r~~Rules of ~~f~~Fair ~~p~~Practice for the members and persons associated with members, and such amendments thereto as it may, from time to time, deem necessary or appropriate. The Board of Governors, upon the adoption of any such ~~r~~Rules of ~~f~~Fair ~~p~~Practice or amendments thereto, shall forthwith cause copies thereof to be sent to each member of the Corporation to be voted upon. If any such ~~r~~Rules of ~~f~~Fair ~~p~~Practice or amendments thereto are approved by a majority of the members voting, within thirty (30) days after the date of submission to the membership, and are ~~not~~ disapproved approved by the Commission as provided in ~~Section 15A~~ of the Act, they shall become effective ~~r~~Rules of ~~f~~Fair ~~p~~Practice of the Corporation as of such

date as the Board of Governors may prescribe. In any case, however, where a particular provision of a Rule of Fair Practice provides that membership approval is not required, the Board may amend that provision without submission to the membership for a vote as hereinbefore required. In addition, where the Board of Governors by resolution finds an emergency to exist, such ~~r~~Rules of ~~f~~Fair ~~p~~Practice or amendments thereto, if adopted by a two-thirds vote of the Board of Governors and not disapproved by the Commission pursuant to Section 15A of the Act, may become effective as of such time as the Board of Governors may prescribe, without submission to the members for a vote as hereinbefore required. An emergency which is found by the Board of Governors to exist shall continue until the Board of Governors by resolution terminates such but in no event shall an emergency continue for a period in excess of six months. The Board of Governors shall have the authority, however, after, in each instance, reassessing the facts and circumstances which gave rise to the emergency, by resolution to declare, if it deems such appropriate under the facts and circumstances then existing, the emergency to continue to exist for successive six-month periods as required. All emergency rules adopted during the period of the emergency shall cease to be effective upon the termination of the emergency as hereinbefore provided. The Board of Governors is hereby authorized, subject to the provisions of the By-Laws and of Section 15A of the Act, to administer, enforce, suspend, or cancel any ~~r~~Rules of ~~f~~Fair ~~p~~Practice adopted hereunder.

Explanation

The amendments clarify that the Board is authorized to adopt appendixes and supplements to certain Rules of Fair Practice without a requirement for membership approval.

Supplemental local Rules and Amendments

~~Sec.2.~~ Subject to the approval of the Board of Governors and the provisions of

Section 15A of the Act, each District Committee may adopt such supplemental local rules of fair practice and such amendments thereto, as it may from time to time deem necessary or appropriate; provided, however, that such rules of fair practice and amendments thereto shall be designed to effect the same purposes and shall be subject to the same provisions with respect to approval by members having places of business within the district as are provided in Section 1 of this Article, with respect to rules of fair practice applicable to all members. The Board of Governors, subject to the provisions of Section 15A of the Act, may at any time suspend or cancel any such local rules of fair practice or any portion of any such local rules so adopted and approved. Any District Committee, subject to the approval of the Board of Governors and the provisions of Section 15A of the Act, may at any time suspend or cancel any local rules of fair practice or any portion of any such local rules adopted by it pursuant to this Section.

Explanation

The section has been in the By-Laws since the inception of the Association when the future structure of the Association was unknown. No local rules of fair practice have ever been adopted and the section appears unnecessary.

ARTICLE VII XIII

Disciplinary Proceedings

Sec. 1 The Board of Governors shall have authority to establish procedures relating to disciplinary proceedings involving members and their associated persons, and neither the adoption nor any amendment to such procedures need be submitted to the membership for approval and such procedures and any amendments thereto shall become effective as the Board of Governors may prescribe.

Sec. 4 2. Except as otherwise permitted under these By-Laws or the Act, in any disciplinary proceeding under this Article before the Corporation, any member or

person associated with a member shall be given the opportunity to have a hearing; at which hearing any such person he shall be entitled to be heard in person and/or by counsel. Such persons may present any relevant material. In any such proceeding against a member or against a person associated with a member to determine whether the member and/or the person associated with a member shall be disciplined:

(a) specific charges shall be brought;

(b) such member or person associated with a member shall be notified of and be given an opportunity to defend against such charges;

(c) a record shall be kept; and

(d) any determination shall include ~~(A)~~ a statement setting forth:

(1) any act or practice, in which such member or person associated with a member may be found to have engaged or which such member or person associated with a member may be found to have omitted;

~~(B)~~ a statement setting forth the

(2) the specific rule or rules of the Corporation, regulation or statutory provision of which any such act or practice, or omission to act, is deemed to be in violation; ~~(C)~~ a statement whether the act or practice prohibited by such rule or rules, or the omission or any act required hereby, are deemed to constitute conduct inconsistent with just and equitable principles of trade; and

~~(D)~~ a statement setting forth

(3) the basis upon which any findings are made; and

(4) the penalty imposed.

Explanation

The proposed changes are to conform to the statutory changes in Section 15A(h)(1) of the Act by which the Association is no longer required to state whether

a respondent's conduct was inconsistent with just and equitable principles of trade and to reflect the Association's authority to impose disciplinary sanctions based upon violations of the federal securities laws and rules and regulations thereunder.

ARTICLE VII XIV

Powers of the Board to Prescribe Sanctions

~~Sec. 3~~ The Board of Governors, in the administration and enforcement of any rules of fair practice adopted under Sections 1 and 2 of this Article, shall have power: is hereby authorized:

(a) ~~To make and issue interpretations of all such rules of fair practice;~~

(b) ~~To prescribe such procedure for the presentation, hearing and adjudication of complaints between or against members of the Corporation and/or persons associated with members as it deems necessary or appropriate;~~

(c) ~~To~~ to prescribe maximum appropriate sanctions penalties, applicable to members, to include including censure, fine, suspension or expulsion from membership, or suspension or barring from being associated with all members, limitation of activities, functions and operations of a member, or any other fitting penalty sanction, and to prescribe maximum penalties appropriate sanctions applicable to persons associated with members, to include including censure, fine, suspension or revocation of registration, if any, or suspension or barring a person associated with a member from being associated with all members, limitation of activities, functions and operations of a person associated with a member, or any other fitting penalty, sanction, for:

(a) breach by a member or a person associated with a member of any covenant with the Corporation or its members;

(b) for violation by a member or a person associated with a member of any of the terms, conditions, covenants, and provisions of these By-laws, or of

the Rules of Fair Practice the rules of the Corporation, the federal securities laws, including the rules and regulations adopted thereunder, and the rules of the Municipal Securities Rulemaking Board;

(c) failure by a member or person associated with a member to submit a dispute for arbitration under the Code of Arbitration Procedure ("Code") as required by the Code, or to fail to appear or to produce any document in their possession or control as directed pursuant to provisions of the Code, or to fail to honor an award of arbitrators properly rendered pursuant to the Code where a timely motion has not been made to vacate or modify such award pursuant to applicable law;

(d) refusal by a member or person associated with a member to abide by an official ruling of the Board of Governors or Uniform Practice Committee acting within its appropriate authority, with respect to any transaction which is subject to the Uniform Practice Code; or

(e) for failure by a member or a person associated with a member to adhere to any ruling, order, direction or decision of, or to pay any penalty, fine or costs, imposed by, the Board of Governors or any District Business Conduct Committee, or for violation of any local rule of fair practice adopted by any District Committee, provided, however, that no member or person associated with a member shall be disciplined unless and until the requirements of Section 4 of this Article are met.

Explanation

The changes primarily conform to Section 15A(b)(7) of the 1934 Act, as amended by the Securities Acts Amendments of 1975, which authorizes the Association to impose disciplinary sanctions consisting of limitation of activities, functions and operations of members and associated persons. The changes also reflect statutory changes authorizing the Association to impose disciplinary sanctions based upon violations of the federal securities laws and rules and regulations thereunder. In addition, new subsections (c) and (d) codify what are presently resolutions of the Board of Governors. The changes also clarify that the Association may

impose sanctions for violations of all applicable requirements rather than just for violations of the Rules of Fair Practice.

**Grounds for Disqualification to Participate
in Determination of Complaint**

Sec. 5 No member of the Board of Governors or of any District Business Conduct Committee or of any local Business Conduct Committee shall in any manner, directly or indirectly, participate in the determination of any complaint affecting his interest or the interests of any person in whom he is directly or indirectly interested. In any case where such an interest is involved, the particular member shall disqualify himself, or shall be disqualified by the Chairman of any such Board or Committee.

Explanation

The provision has been transferred to the proposed Code of Procedure which has previously been circulated to the membership for comment and is presently on file with the Commission.

ARTICLE XIV XV

Uniform Practice Code

Authority to Adopt Code

Sec. 1. The Board of Governors is hereby authorized to adopt a Uniform Practice Code and amendments, interpretations and explanations thereto, designed to make uniform, where practicable, custom, practice, usage, and trading technique in the investment banking and securities business with respect to such matters as trade terms, deliveries, payments, dividends, rights, interest, reclamations, exchange of confirmations, stamp taxes, claims, assignments, powers of substitution, computation of interest and basis prices, due-bills, transfer fees, "when, as and if issued" trading, "when, as and if distributed" trading, marking to the market and close-out procedure, all to the end that the transaction of day-to-day business by members may be simplified and facilitated, that business disputes and misunderstandings, which arise from uncertainty and lack of uniformity in such

matters, may be eliminated, and that the mechanisms of a free and open market may be improved and impediments thereto removed. ~~Such code, and any amendments thereto, if duly adopted by the Board of Governors and not disapproved by the Commission pursuant to Section 15A of the Act; Neither the adoption nor any change in the Uniform Practice Code need be submitted to the membership for approval and the Code as adopted or amended shall become effective as at such time as the Board of Governors may prescribe.~~

Explanation

The proposed changes are primarily technical and clarifying.

Administration of Code

Sec. 2 The administration of any ~~u~~Uniform ~~p~~Practice ~~e~~Code, or any amendment thereto, adopted by the Board of Governors pursuant to Section 1 of this Article, shall be vested in the Board of Governors, and the Board is hereby granted such powers as are reasonably necessary to achieve its effective operation. In the exercise of such powers, the Board may issue explanations and interpretations; ~~and may act as arbitrator or conciliator in controversies arising under or in connection with said code.~~ The Board may ~~also issue~~ and make binding rulings with respect to the applicability of the provisions of this ~~e~~Code to situations in which there is no substantial disagreement as to the facts involved. The Board may delegate to appropriate ~~C~~committees such of its powers, hereunder as it deems necessary and appropriate to achieve effective administration and operation of the ~~e~~Code.

Explanation

The change is to reflect the fact that the Board does not act as an arbitrator of disputes under the Code and render awards which are intended to be judicially enforceable. Under the Association's rules the arbitration function rests with arbitration panels which are appointed and act pursuant to the Association's Code of Arbitration Procedure.

Transactions Subject To Code

Sec. 3. All over-the-counter transactions in securities by members, except transactions in securities which are exempted under Section 3(a)(12) of the Act, or are municipal securities as defined in Section 3(a)(29) of the Act, are subject to the provisions of the Uniform Practice Code and to the provisions of Section 2 of this Article unless exempted therefrom by the terms of the Code.

Explanation

The express exclusion from the Code for transactions in municipal securities is intended to avoid confusion by making clear that after the Securities Acts Amendments of 1975 such transactions continue to be exempt from the Code because they are now subject to the rulemaking authority of the Municipal Securities Rulemaking Board which has its own uniform practice rules.

Authority to Adopt District Code

Scope - Effective Date of Code and Amendments

Sec. 4. Each District Committee, after submission to the membership in its district for comment and criticism, and subject to the approval of the Board of Governors, is hereby authorized to adopt a district uniform practice code and amendments thereto, provided, however, that any such district uniform practice code and any amendment thereto shall be designed to effect the same general purposes as are provided in Section 1 of this Article with respect to any uniform practice code adopted by the Board of Governors, and shall not conflict in any way therewith. Any such district uniform practice code, and any amendment thereto, if duly adopted by the District Committee, approved by the Board of Governors and not disapproved by the Commission pursuant to Section 15A of the Act, shall become effective as at such time as the District Committee may prescribe. The Board of Governors, subject to the provisions of Section 15A of the Act, may at any time declare ineffective any such district uniform practice code or any portion thereof.

Explanation

The section has been in the By-Laws since the inception of the Association when the future structure of the Association was unknown. No local uniform practice codes have ever been adopted and the provision appears unnecessary.

Administration of District Code

See- 5- The administration of any district uniform practice code or any amendment thereto, adopted pursuant to Section 4 of this Article, shall be vested in the District Committee adopting same, and such committee is hereby granted such powers as are reasonably necessary to achieve effective operation. In the exercise of such powers, a District Committee may issue explanations and interpretations, and may act as arbitrator or conciliator in controversies arising under or in connection with such district uniform practice code. A District Committee may also issue binding rulings with respect to the applicability of the provisions of such district uniform practice code to situations in which there is no substantial disagreement as to the facts involved. A District Committee may delegate to appropriate Committees such of its powers hereunder as it deems necessary and appropriate to achieve effective administration and operation of such code.

Explanation

See comment above.

Transactions Subject to District Code

See- 6- All over-the-counter transactions in securities between members in any district wherein a district uniform practice code is duly adopted pursuant to Section 4 of this Article, except transactions in securities exempted under Section 3(a)(12) of the Act, shall be subject to the pertinent provisions of any such district uniform practice code and to the provisions of Section 5 of this Article.

Explanation

See comment above.

ARTICLE VIII XVI

Limitation of Powers

Prohibitions

Sec. 1. Under no circumstances shall the Board of Governors or any officer, employee or member of the Corporation have power to:

(a) ~~To~~ make any donation or contribution from the funds of the Corporation or to commit the Corporation for the payment of any donations or contributions for political, or charitable purposes; or

(b) ~~To~~ use the name or facilities of the Corporation in aid of any political party or candidate for any public office.

Explanation

The changes are grammatical.

Use of Name of Corporation by Members

Sec. 2. No member shall use the name of the Corporation ~~on letterheads, circulars or other advertising matter or literature~~ except to the extent that may be authorized by the Board of Governors.

Explanation

The change would allow the Board of Governors greater flexibility in determining how the Association's name may be used by members.

Unauthorized Expenditures

Sec. 3. No officer, employee, member of the Board of Governors or of any District or other Committee, shall have any power to incur or contract any liability on behalf of the Corporation not authorized by the Board of Governors. The Board may delegate to the President of the ~~Association~~ Corporation, or his delegate, such authority as it deems necessary to contract on behalf of the ~~Association~~ Corporation or to satisfy unanticipated liabilities during the period between Board meetings.

Explanation

The changes are for clarity and consistency with language in other By-Law provisions.

ARTICLE ~~IX~~ XVII

Amendments to By-Laws

Procedure for Adopting Additions, Alterations or

Amendments to By-Laws

Any member of the Board of Governors by resolution, any District Committee by resolution, or any twenty-five members of the Corporation by petition signed by such members, may propose additions, alterations, or amendments to these By-Laws. Every proposed addition, alteration or amendment shall be presented in writing to the Board of Governors and a record shall be kept thereof. The Board of Governors shall first pass on all proposed additions, alterations or amendments to these By-Laws, and may adopt any proposed addition, alteration or amendment to these By-Laws by affirmative vote of a majority of the members of the Board of Governors then in office. The Board of Governors, upon adoption of any such addition, alteration or amendment to these By-Laws, except as otherwise provided in these By-Laws Section 2 of Article I, Section 1 of Article III, Section 1 of Article IV and Section 3 of Article XVI hereof, shall forthwith cause a copy thereof to be sent to and voted upon by each member of the Corporation ~~to be voted upon~~. If such addition, alteration or amendment to these By-Laws is approved by a majority of the members voting within thirty (30) days after the date of submission to the membership, and is ~~not disapproved~~ approved by the Commission as provided in Section 15A of the Act, it shall become effective as of such date as the Board of Governors may prescribe.

Explanation

The changes are to eliminate unnecessary language and to conform to the existing Commission review authority prescribed under Section 19(b) of the 1934 Act, added by the Securities Acts Amendments of 1975.

ARTICLE X XVIII

Corporate Seal

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Delaware." Said seal may be used by causing it or a facsimile thereof to be imposed or affixed or reproduced or otherwise.

ARTICLE XI XIX

Checks

All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Governors may from time to time designate.

ARTICLE XII

Fiscal Year

~~The fiscal year shall begin the first day of October in each year.~~

Explanation

The provision appears unnecessary.

ARTICLE XIII XX

Annual Financial Statement

As soon as practicable after the end of each fiscal year, the Board of Governors shall send to each member of the Corporation a reasonably itemized statement of receipts and expenditures of the Corporation for such preceding fiscal year.

ARTICLE XVI

Automated Quotations System (NASDAQ)

Definitions

Sec. 1. The term "automated quotations system" means an electronic data processing system interconnected by wire or other means with terminals which make readily available to approved subscribers, and to the general public at specific times and in appropriate summary form, the quotes of registered market makers in authorized securities.

The term "registered market maker" means a member which is willing and able to serve as such in connection with a specified authorized security and which meets the qualifications for such set forth in Schedule "D" to these By-laws.

The term "authorized security" means a security which meets the qualifications for such set forth in Schedule "D" to these By-laws.

Board Authorized to Organize and Operate

Sec. 2. The Board of Governors is hereby authorized to organize and operate automated quotations systems to provide qualified subscribers with quotations on authorized securities traded on the "over-the-counter" market. The systems may be organized and operated by a division or subsidiary company of the Corporation or by one or more independent firms under contract with the Corporation, as the Board from time to time may deem necessary or appropriate.

Rules, Charges, Classifications, Qualifications,

Requirements, Standards and Aggrievement Procedure

Sec. 3. Taking into account relevant matters including the type of business done, securities traded, and service rendered, the Board of Governors may publish operating rules for the automated quotations systems, establish reasonable

qualifications and classifications for registered market makers and other subscribers; provide standards for authorized securities; and publish the charges to be collected from subscribers by the operator of automated quotations systems. Services shall be provided to members on a nondiscriminatory basis and at reasonable and uniform rates designed to encourage maximum utilization by all members; with due allowance for the geographic remoteness of members of their branch offices receiving service outside of the 48 contiguous states.

Members and other persons aggrieved by action taken or authorized by the Board of Governors in applying such qualifications; criteria; standards; and charges; or ensuing out of the operation of the automated quotations systems shall, upon filing a complaint with the Board, be entitled to a hearing thereon (if requested), decision and review by the Board in accordance with procedures specified by the Board.

Such rules, charges, classifications, qualifications, registration requirements, standards, exceptions thereto, and aggrievement procedure shall be incorporated in Schedule D attached to and made a part of these By-laws.

Within the limitations provided herein, the Board of Governors shall have power to adopt, alter, amend, supplement or modify the provisions of Schedule D from time to time without recourse to the membership for approval, as would otherwise be required by Article IX hereof, and Schedule D, as adopted, altered, amended, supplemented or modified, shall, become effective as the Board of Governors may prescribe unless disapproved by the Commission.

Lists to be Kept

Sec. 4. The Board of Governors shall keep a currently accurate and complete roll (a) of registered market makers together with a list of the authorized securities as to which each may enter quotes on the automated quotations systems; and (b) of authorized securities.

Explanation

The entire Article has been reworded in a shorter form and transferred to new Section 1(a)(6) of Article VII of the By-Laws. Schedule "D" will be transferred to a new portion of the Manual. In addition, the aggrievement and other procedural provisions concerning the NASDAQ System now appearing in Schedule D have been moved to the proposed Code of Procedure which previously was sent to the membership for comment and is presently on file with the Commission for approval.

ARTICLE XVII

**Clearing and Settling of Transactions of Members
Transactions to Be Cleared Through Facilities of
Registered Clearing Agencies**

~~Sec. 1.~~ All ~~over-the-counter~~ transactions in securities between members shall be cleared and settled through the facilities of a clearing agency registered with the Commission pursuant to the Securities Exchange Act of 1934 which clears and settles such ~~over-the-counter~~ transactions in securities, unless;

(a) the security involved in the transaction shall not have been qualified for clearance by the Board of Directors of the registered clearing agency under the standards established by the rules of the registered clearing agency;

(b) one or more of the members involved in the transaction shall not have been qualified as a clearing member by the Board of Directors of the registered clearing agency pursuant to standards established by the rules of the registered clearing agency;

(c) the rules of the registered clearing agency provide that the transaction shall not be cleared through the facilities of the registered clearing agency; or

(d) the members involved in the transaction otherwise mutually agree.

Explanation

The Article has been reworded and transferred to new Section 1 (a)(5) of Article VII of the By-Laws.

ARTICLE XVIII
Reporting Transactions on Consolidated Tape
Authorization

Under the provisions of Rule 17a-15 adopted by the Securities and Exchange Commission under Section 17 of the Securities Exchange Act of 1934 the Corporation is required to file with the Securities and Exchange Commission a written plan meeting specified standards concerning the collection and dissemination by the Corporation of information relating to over-the-counter transactions executed by its members in securities registered or admitted to unlisted trading privileges on an exchange. The Board of Governors is hereby authorized to adopt rules and procedures in order to carry out the Corporation's responsibilities and duties under Rule 17a-15 and implement the plan filed pursuant to the rule as it may be amended from time to time. Such rules and procedures may include, among other things:

- (1) The manner of collecting and reporting last sale information;
- (2) The standards and methods to insure the promptness, accuracy and completeness of reporting and similar matters; and
- (3) The procedures to provide that last sale information will not be reported in a fraudulent or manipulative manner.

The Board of Governors shall also have authority to use any automated quotations system established under the provisions of Article XVI of the By-laws in any manner it deems necessary and appropriate to further the implementation and operation of any composite transaction reporting system established pursuant to Rule 17a-15. The Board of Governors shall also have authority to impose reasonable and equitable fees and charges in connection with the collection and dissemination of last sale information.

Such rules, procedures and charges shall be incorporated into Schedule G attached to and made a part of these By-laws. The Board of Governors shall have

the power to adopt, alter, amend, supplement or modify the provisions of Schedule G from time to time without recourse to the membership for approval as would otherwise be required by Article IX hereof, and Schedule G as adopted, altered, amended, supplemented or modified shall become effective as the Board of Governors shall prescribe unless disapproved by the Commission.

Explanation

The provisions are proposed to be moved to the Rules of Fair Practice because they prescribe a standard of member conduct.

83-56

NASD

October 25, 1983

TO: All NASD Members and Other Interested Persons

RE: Fidelity Bonds - Definition of "Employee";
Expiration of Grace Period

Under the provisions of the NASD fidelity bonding rule (Article III, Section 32, NASD Rules of Fair Practice) all members who are required to be members of the Securities Investor Protection Corporation and who have employees must carry a fidelity bond.

On December 17, 1982, in Notice to Members 82-58, which described the introduction of the group fidelity bond buying program, the Association announced the adoption of an amendment to the fidelity bonding rule (Appendix C - paragraph (e) - page 2109-15, NASD manual) defining the terms "employee" and "employees" for purposes of fidelity bonding.

Briefly, paragraph (e) defines such terms to include most persons (registered or unregistered, full-time or part-time) who are associated with an NASD member, who engage in the investment banking or securities business and who are under the direct or indirect control of the NASD member.

Sole proprietors or sole stockholders of member firms are not deemed to be employees for fidelity bonding purposes nor are Directors or Trustees of member firms who do not engage in activities which fall within the scope of the usual duties of officers or employees.

A definition of "employee" which complies with paragraph (e) was inserted in the "Definitions" section of the bond form used in the group fidelity bond buying program. Consequently, all members who have purchased bonds under the program (over 1,500 to date) carry bonds which comply with the requirements of paragraph (e).

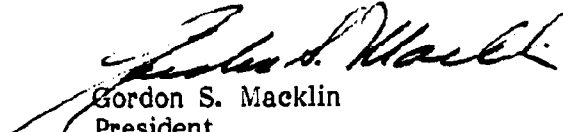
-2-

To provide members with sufficient time to bring their bonds into compliance with the new paragraph (e) either by joining the group program or by having their current bonds amended, the Board of Governors granted a grace period of 12 months from December 17, 1982.

The purpose of this notice is to remind those members whose current bonds do not comply with paragraph (e) that the grace period will expire on December 17, 1983.

Members requiring information about the group buying program should contact the Administrator, Marsh & McLennan Inc., 5130 MacArthur Boulevard, Washington, D.C. 20016, Telephone No. (202) 364-1348.

Sincerely,



Gordon S. Macklin
President



National Association of Securities Dealers, Inc.
1735 K St., N.W. • Washington, D.C. 20006 • (202) 726-8000

notice to members 83-57

October 26, 1983

TO: All NASD Members and Municipal Securities Bank Dealers

ATTN: All Operations Personnel

RE: Trade Date-Settlement Date Schedule for Election Day and Veterans Day

"Regular-Way" transactions made on Tuesday, November 8, Election Day; and Friday, November 11, Veterans Day, and the days immediately preceding these days will be subject to the settlement date schedule listed below. The purpose of this schedule is to provide uniformity. While the NASDAQ System and other securities markets will be open on these days, many banking institutions will be closed.

Trade Date-Settlement Date Schedule For "Regular-Way" Transactions

<u>Trade Date</u>	<u>Settlement Date</u>	<u>Regulation T Date*</u>
November 1	November 9	November 10
2	10	11
3	14	14
4	15	15
7	16	16
8	16	17
9	17	18
10	18	21
11	18	22

November 8 and November 11, 1983 will not be considered business days for determining the day for settlement of a trade, the day on which stock shall be quoted ex-dividend or ex-rights, or in computing interest on bond trades. Marks to the market, reclamations, and close-outs should not be made on those days.

* Pursuant to Section 4(c)(2) of Regulation T of the Federal Reserve Board, a broker-dealer must promptly cancel or otherwise liquidate a customer purchase transaction in a cash account if full payment is not received within seven (7) business days of the date of purchase or, pursuant to Section 4(c)(6), make application to extend the time period specified. The date by which members must take such action is shown in the column entitled "Regulation T Date."

For purposes of Regulation T of the Federal Reserve Board, November 8 and November 11 will be counted as business days for receiving customers' payments.

The above settlement dates should be used by brokers, dealers, and municipal securities dealers for purposes of clearing and settling transactions pursuant to the Association's Uniform Practice Code and Municipal Securities Rulemaking Board Rule G-12 on Uniform Practice.

Questions regarding the application of these settlement dates to a particular situation may be directed to the Uniform Practice Department of the NASD at (212) 839-6255.

* * *

NASD

National Association of Securities Dealers, Inc.
1735 K St. N.W. • Washington, D.C. 20006 • (202) 728-8000

notice to members 83-58

October 27, 1983

TO: All NASD Members and NASDAQ Subscribers

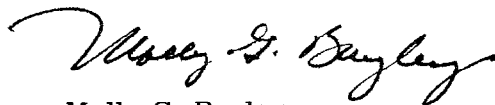
RE: SEC Rule Change Relating to Foreign Securities in NASDAQ

On October 5, 1983, the Securities and Exchange Commission adopted a rule change which will require all foreign issuers seeking inclusion in NASDAQ to be registered pursuant to Section 12(g) of the Securities Exchange Act of 1934. This registration requires foreign issuers to file periodic reports with the Commission similar to those filed by domestic companies. The Commission action also provides that the 102 non-Canadian foreign securities included in NASDAQ as of October 5, 1983 are "grandfathered" and will be permitted to remain on NASDAQ indefinitely provided they satisfy all other requirements for continued inclusion. With respect to the 186 Canadian issues, they will be permitted to remain on NASDAQ, provided they continue to satisfy all other requirements, until January 2, 1986, at which time they must be registered pursuant to Section 12(g) in order to remain in the System. A copy of the Commission's order as well as lists of non-Canadian foreign securities and Canadian securities on NASDAQ as of October 5, 1983 are attached to this Notice.

This rule change will also prohibit the reinclusion of foreign securities which are removed from NASDAQ unless they subsequently become 12(g) registered. Accordingly, the failure by a foreign issuer to comply with any NASDAQ requirement would result in the removal of its securities from the NASDAQ System until it meets the SEC requirement for 12(g) registration.

Questions regarding this Notice may be directed to Gary W. Guinn, Assistant Director, NASDAQ Operations at (202) 728-8052.

Sincerely,



Molly G. Bayley
Vice President
NASDAQ Operations

Enclosure

**NON-CANADIAN FOREIGN SECURITIES IN NASDAQ SYSTEM
AS OF OCTOBER 5, 1983**

<u>SYMBOL</u>	<u>COMPANY NAME</u>
ASMIF	Advanced Semiconductor Materials International N.V.
ANECF	Aneco Reinsurance Co.
AAGIY	Anglo American Gold - ADR
ANGLY	Anglo American Corporation of South Africa Limited - ADR
ASEAY	Asea AB - ADR
BKLMY	Bank Leumi Le-Israel B.M. - ADR
BBAHF	Basic Resources International (Bahamas) Limited
BHAMY	Beecham Group - ADR
BLYVY	Blyvooruitzicht Gold Mining Company, Limited - ADR
BWTRY	Bowater Corp. PLC - ADR
BRILF	Brilund Limited
BRKNY	Broken Hill Proprietary Company Limited - ADR
BFELY	Buffelsfontein Gold Mining Limited - ADR
BURMY	Burmah Oil PLC - ADR
CANNY	Canon Inc. - ADR
CIRCF	Cayman Islands Reinsurance Corporation Ltd.
CIRCZ	Cayman Islands Reinsurance Corporation Ltd.- Units
CPMNY	Central Pacific Minerals - ADR
CSTIF	Coastal International Ltd.
BPWRF	Compania Boliviana De Energia Electrica, S.A.
ELSAY	Compania De Alumbrado Electrico San Salvador S.A. - ADR
CSKKY	Computer Services Corp. - ADR
DAIEY	Dai Ei Inc. - ADR
DBRSY	DeBeers Consolidated - ADR
DRSDY	Dresdner Bank A.G. - ADR
DRFNY	Driefontein Consolidated - ADR
EGCLY	Eagle Corp. - ADR
ELBTF	Elbit Computers, Ltd.
ECILF	Electronic Corp. of Israel
ELRNF	Elron Electronic Industries, Inc.
ELSTF	Elscint Ltd.
ESHLY	Energy Systems Holding - ADR
FERVY	Ferrovandium Corp. - ADR
FISNY	Fisons Ltd. - ADR
FLAEF	Florida Employers Insurance Co.
FRECY	Free State Geduld Mines Ltd. - ADR
FUJIY	Fugi Photo Film - ADR
GAMBY	Gambro A.B. - ADR
GLXOY	Glaxo Holdings PLC - ADR
GLDFY	Gold Fields South Africa - ADR
GOTLF	Gotaas Larsen Shipping
GOLDY	Great Eastern Mines Ltd. - ADR
HTENY	Hartogen Energy - ADR
HMSLF	Hemerdon Mining and Smelting Ltd.
HSVLY	Highveld Steel and Vanadium Corporation Limited - ADR
HITAZ	Hitachi Ltd. - Debs.
HRCLY	Huntingdon Research Centre PLC-ADR
IDBBY	IDB Bankholding - ADR (Common)
IDBBZ	IDB Bankholding - ADR (Preferred)
IEMSY	IEM, S.A. - ADR

NON-CANADIAN FOREIGN SECURITIES

IYCOY	ITO Yokado Co. - ADR
INMRY	Instrumentarium Corp. - ADR
ICEYF	International Capital Equipment Limited
IPLLF	Interpharm Laboratories Limited
JAPNY	Japan Airlines - ADR
KNBWW	Kirin Brewery Co. - ADR
KLOFY	Kloof Gold Mining Co., Ltd. - ADR
ERICY	L.M. Ericsson Telephone Co. - ADR
LYDPY	Lydenburg Platinum Limited - ADR
MKTAY	Makita Electric Works, Ltd. - ADR
MARTY	Marubeni Corp. - ADR
MEOLY	Meridan Oil N.L. - ADR
MNRCY	Minerals and Resources - ADR
MITSY	Mitsui & Company - ADR
NIPNY	NEC Corp. - ADR
NZPCY	New Zealand Petroleum Co. - ADR
NIMSY	Nimslo International Ltd. - ADR
NSANY	Nissan Motors Co. - ADR
NOBLF	Nobel Insurance Ltd.
NORKZ	Norsk Data A.S. - ADR (Class B)
OVRSF	Overseas Inns S.A.
PALAY	Palabora Mining - ADR
PELRY	Pelsart Resources - ADR
PHABY	Pharmacia A.B. - ADR
PGLOY	N.V.Philips Gloeilampenfabrieke - ADR
PRESY	President Brand Gold Mining - ADR
PSTYY	President Steyn Gold Mining - ADR
RANKY	Rank Organization PLC - ADR
RICOZ	Ricoh Co. Ltd. Debentures
RODMY	Rodime PLC - ADR
RPETY	Royal Dutch Petroleum - ADR
STOSY	Santos Ltd. - ADR
SANYY	Sanyo Electric Co. - ADR
SASOY	Sasol Ltd. - ADR
SCIXF	Scitex Corporation Ltd.
SHSDY	Shiseido Co. Ltd. - ADR
SPBGY	Sotheby Parke Bernet - ADR
SPPTY	Southern Pacific Petroleum N.L. - ADR
SGOLY	St. Helena Gold Mines Limited - ADR
SWANY	Swan Resources - ADR
TAROF	Taro Vit Chemical Industries Limited
TFONY	Telefonos De Mexico S.A. - ADR
TEVIY	Teva Pharmaceuticals Industries Ltd. - ADR
TKIOY	Tokio Marine and Fire Insurance Company Limited - ADR
TOYOY	Toyota Motor Corp. - ADR
UFURF	Universal Furniture Limited
UMUKY	Universal Money Centers, PLC - ADR
VAALY	Vaal Reefs Exploration and Mining Company Limited - ADR
VELCF	Velero Industries N.V.
WLKMY	Welkom Gold Mining Company - ADR
WDEPY	Western Deep Levels - ADR
WHLDY	Western Holdings Limited - ADR

**CANADIAN SECURITIES IN NASDAQ SYSTEM
AS OF OCTOBER 5, 1983**

<u>SYMBOL</u>	<u>COMPANY NAME</u>
TWTHF	20th Century Energy Corp.
AMCIF	AMCA Resources
AEAGF	Agnico Eagle Mines
APLOF	Alaska Apollo Gold
AMAEF	Amark Exploration
ACEVF	American Energy Corp.
AMPYF	American Pyramid Resources, Inc.
AMORF	Amore Resources Inc.
ANGBF	Anglo-Bomarc Mines
AQRLF	Aquarius Resources Ltd.
AVCMF	Arivaca Silver Mines
ARZNF	Arizona Silver Corp.
APCOF	Artesian Petroleum
ASSRF	Associated Recreation Corporation
AVMRF	Avino Mines and Resources
BPIRF	BPI Resources Ltd.
BKGDF	Baker Gold Ltd.
BCATF	Bearcat Exploration
BTYCF	Beauty Counselors Intl. Inc.
BELGF	Belgium Standard Ltd.
BEOVF	Belmont Resources, Inc.
BMRFC	Belmoral Mines Ltd. (N.P.L.)
BIOLF	Bio Logicals, Inc.
BGENF	Biogen N.V.
BIOXF	Bionex Corporation
BIXFU	Bionex Corporation (Units)
BIXFW	Bionex Corporation (Warrants)
BLUSF	Blue Sky Oil & Gas Ltd.
BWOGF	Bluewater Oil and Gas Limited
BRALF	Bralorne Resources
BRASF	Bras D'or Mines Ltd.
BWRLF	Breakwater Resources, Ltd.
BRIIF	Brican Resources Ltd.
CXPVF	C.T. Exploranda Limited
CYECF	Cal Dynamics Energy
CALSF	California Silver Ltd.
CAMRF	Camreco Inc.
CDXOF	Canadex Resources
CBRCF	Canadian Barranca Corp.
CRLNF	Carolin Mines Ltd.
CECRF	Century Energy Corp.
CIORF	Charriot Resources

CANADIAN SECURITIES

CIGCF	Citadel Gold Mines, Inc.
CLBMF	Colby Resources Corp.
CNCPF	Concept Resources Ltd.
CCIMF	Consolidated Cinola Mines
CPFTF	Consolidated Professor Mines
CTLSF	Continental Silver Corp.
CLEXF	Copper Lake Exploration
CORRF	Coralta Resources Ltd.
COWPF	Cornwall Petroleum & Resources
CUMOF	Cumo Resources Ltd.
CUSIF	Cusac Industries Ltd.
DAMIF	David Minerals Ltd.
DENIF	Denison Mines Ltd.
DKNFA	Dickenson Mines Ltd. - Class A
DKNFB	Dickenson Mines - Class B
DONEF	Donegal Resources Ltd.
EGEXF	Energex Minerals Ltd.
EXAIF	Exploration Aiguebelle, Inc.
FMGTF	FMG Telecomputer, Ltd.
FALCF	Falconbridge Ltd.
RIALF	Flair Resources Ltd.
GANDF	Gandalf Technologies
GOEDF	Geodome Petroleum Corp.
GLGVF	Glamis Gold Ltd.
GIAKF	Goldale Investment Ltd.
GCCVF	Golden Concord Mining Corp.
GWNRF	Goldwin Resources Ltd.
HALEF	Hale Resources, Ltd.
GOWGF	Gowganda Resources
GLICF	Grandma Lee's Inc.
GRVXF	Grove Exploration Ltd.
HRIAF	H.R.S. Industries - Class A
HRIBF	H.R.S. Industries - Class B
HSDMF	Hemisphere Dev. Corp.
HCORF	Hi-Cor Resources Ltd.
HIWDF	Highwood Resources Ltd.
HIMVF	Himac Resources Ltd.
HOSTF	Host Ventures Ltd.
IMGFC	Imaginamics Inc.
IMUFC	Imaginamics Inc. - Units
INCRF	Inca Resources
INLWF	Inco Limited - Warrants
INRLF	Interaction Resources Ltd.
ICCCF	Intercontinental Tech. Corp.
ILDCE	Interlake Develop. Corp.
ICREF	International Corona Resources
IPTLF	International Phasor Telecom Ltd.
ISTRF	International Standard Resources
IWWDF	International Westward Development Corp.
IPIPF	Interprovincial Pipe Line Ltd.

CANADIAN SECURITIES

ITERF	Interstat Resources, Inc.
IOAVF	Iona Industries, Inc.
IRWKF	Irwin Toy Ltd. - Non Voting
IRWJF	Irwin Toy Ltd. - Voting
KMADF	Kamad Silver Co. Ltd.
KFRLF	Keeley-Frontier Resources, Ltd.
KDDYF	Kennedy Resources
KNOBF	Knobby Lake Mines
LAORF	La Teko Resources Ltd.
LCNAF	Lacana Mining Corp.
LAVAF	Lava Cap Resources
LEADF	Leader Resources Inc.
LNCRF	Lincoln Resources, Inc.
LSEIF	Lodestar Energy Inc.
LDNSF	London Silver Corporation
LORDF	Loredi Resources Ltd.
MCLNF	MacLean Hunter Ltd.
MZRKF	Mackenzie Energy Corp.
MAMNF	Madre Mining Ltd.
MAYMF	Maymac Explorations Ltd.
MEGLF	Megaline Resources Ltd.
MOGOF	Monogram Oil & Gas, Inc.
MOSPF	Mosport Park Corporation
MGDVF	Murgold Resources, Inc.
MUSMF	Muscocho Explorations Ltd.
NRDFC	NRD Mining Ltd.
NFEXF	New Frontier Petroleum Corp.
NICLF	Ni-Cal Developments Ltd.
NQRLF	Nor-Quest Resources Ltd.
NAPPF	North American Power Petroleums Inc.
NTHMF	Northair Mines Ltd.
NWELF	NowSCO Well Services Ltd.
OBERF	O'Brien Energy Resources
OMNRF	Omni Resources Inc.
PCRIF	P.C.R. Industries Ltd.
PCYMF	Pacific Cypress Minerals Ltd.
PCEXF	Pan Central Exploration
PARAF	Paragon Resources
PAPEF	Parkside Petroleum, Inc.
PGULF	Pegasus Gold Ltd.
PENRF	Pennant Resources
PTPLF	Petrologic Petroleum Ltd.
PEZAF	Pezamerica Res. Corp.
PILCF	Pilgrim Coal Corporation
PLUSF	Plexus Resources Corp.
PRPEF	Prairie Pacific Energy
QSRTF	Quebec Sturgeon River Mines
RERIF	Rainier Energy Resources
RAYOF	Raymac Oil Corp.
RYRKF	Rayrock Resources

CANADIAN SECURITIES

RDFDF	Redford Resources
RCINZ	Rogers Cablesystems - Class B
ROREF	Rosmac Resources Ltd.
RKLMF	Ruskin Development Ltd.
SAXIF	Saxton Industries Ltd.
SCRLF	Sceptre Resources Ltd.
SYDMF	Scheer Energy Dev. Corp.
SLPTF	Scintilore Explorations Ltd.
SCOTF	Scottie Gold Mines
SGULF	Seagull Resources
SHFXF	Shadowfax Resources Ltd.
SHYDF	Sharon Energy Ltd.
SOGLF	Shelter Oil and Gas Ltd.
SECGF	Silver Eureka Corp.
SLVRF	Silverado Mines Ltd.
STMAF	Stampede International Resources
SEXLF	States Exploration Ltd.
SSECF	Stateside Energy Corp.
STVTF	Sterivet Laboratories, Ltd.
SULBF	Sulpetro Ltd. - Class B
TLOVF	Talos Industries Inc.
TARAF	Taurus Resources Ltd.
TMEXF	Terra Mines, Ltd.
TGNXF	Tournigan Mining Explorations Ltd.
TRIBF	Tri Basin Resources
TTRIF	Trident Resources, Inc.
TRTTF	Trinity Resources Ltd.
TURBF	Turbo Resources Ltd.
UCANF	United Canso Oil & Gas
UHRNF	United Hearne Resources
UNWRF	United Westland Resources
VELXF	Velvet Exploration Co., Ltd.
VNTRF	Ventora Resources Ltd.
VEOXF	Veronex Resources Ltd.
VISRF	Viscount Resources
VIPLF	Vulcan Industrial Packaging Ltd.
WARRF	Warrior Resources Ltd.
WABEF	Western Allenbee Oil & Gas Co. Ltd.
WSFPF	Westfort Petroleums Ltd.
WTMRF	Westmount Resources Ltd.
WFRAF	Wharf Resources Ltd.
WDSRF	Windsor Resources Inc.
YBRIF	Yellowknife Bear Resources, Inc.
ZONEF	Zone Petroleum Corp.

federal register

Federal Register / Vol. 48, No. 200 / Friday, October 14, 1983 / Rules and Regulations

SECURITIES AND EXCHANGE COMMISSION

17 CFR Parts 230 and 240

[Release Nos. 33-6493; 34-20264; File No. S7-951]

Foreign Securities

AGENCY: Securities and Exchange Commission.

ACTION: Final rules.

SUMMARY: The Commission today announces the adoption of revisions to a current rule, known as the information-supplying exemption which exempts certain foreign securities from registration under the Securities Exchange Act of 1934. These revisions generally treat foreign securities quoted on the automated quotation system of the National Association of Securities Dealers ("NASDAQ") the same as foreign securities listed on a United States ("U.S.") exchange. Generally, non-Canadian foreign securities currently quoted on NASDAQ could continue to rely on the exemption indefinitely subject to certain conditions. Canadian securities, however, currently quoted on NASDAQ could continue to rely on the exemption until January 2, 1986. Revisions also are made to other rules to clarify the concept of voluntary entry into the U.S. capital markets.

EFFECTIVE DATE: October 14, 1983.

FOR FURTHER INFORMATION CONTACT: Carl T. Bodolus (202) 272-3246, Office of International Corporate Finance, Division of Corporation Finance, Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

SUPPLEMENTARY INFORMATION: Foreign private issuers whose securities are not trading on one of the national securities exchanges are now exempt from registering with the Commission. The Commission today is revising that exemption so that it will no longer be available to foreign issuers whose

securities trade on NASDAQ. This change is being made because the Commission believes that trading on NASDAQ is substantially the same as trading on an exchange and therefore the information available for NASDAQ traded companies should be essentially the same as the information available for exchange traded companies. The Commission will "grandfather" foreign private issuers who are now trading on NASDAQ and relying on the exemption. Canadian issuers will be grandfathered for two years and all other foreign issuers will be grandfathered indefinitely. However, no additional foreign equity securities can begin trading on NASDAQ unless they are registered with the Commission.

I. Background

The Commission is adopting revisions to Rule 12g3-2 (17 CFR 240.12g3-2)¹ under the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. 78a et seq. (1976 and Supp. III 1979)] that would terminate the availability of that exemptive rule to certain foreign issuers with securities quoted in NASDAQ and clarify several provisions of that rule.² Amendments to Rule 12g-3 (17 CFR 240.12g-3) and Rule 15d-5 (17 CFR 240.15d-5) relating to successor issuers further clarify the application of the periodic reporting requirements of the Exchange Act to issuers that acquire reporting issuers by the issuance of securities. The concept of the "essentially U.S. issuer" exemption in the definition of foreign private issuer in Rule 405 (17 CFR 230.405) and Rule 3b-4 (17 CFR 240-3b-4) is also revised. Rule 12g-1 (17 CFR 240-12g-1) is also clarified.

¹ Paragraph (b) of that rule exempts certain foreign securities from registration under section 12(g) of the Exchange Act if the issuer furnishes the Commission with copies of disclosure documents made public under foreign law or regulations. Release No. 33-6433 (October 28, 1982) [47 FR 50292] discusses this rule in more detail.

² As explained below, the securities of issuers listed in accompanying Release No. 34-20265, and currently quoted in NASDAQ are generally grandfathered.

The Commission solicited public comments on these changes in Release No. 33-6433 (October 28, 1982) [47 FR 50292]. One hundred sixty-three comment letters were received on the proposals.³ One hundred twenty-six were from individuals, thirteen from issuers, eight from the securities industry, five from law firms, three each from associations and banks maintaining facilities for American Depository Receipts, two each from analysts and self-regulatory organizations, and one from a foreign securities exchange. Most commentators addressed only the proposal that the information-supplying exemption in Rule 12g3-2(b) be no longer available for securities quoted in an automated inter-dealer quotation system, *i.e.*, NASDAQ.

II. Registration for NASDAQ Listing

Proposed paragraph (d) (3) of Rule 12g3-2 would have denied the information-supplying exemption to securities quoted on NASDAQ. Foreign securities quoted only in the pink sheets would continue to be exempt under the information-supplying exemption in Rule 12g3-2(b). Virtually all comments received addressed this proposal.

A. Comments

Twenty-six commentators supported this proposal. These commentators stated that the proposal would result in more disclosure to investors, increase investor confidence, expand the Commission's ability to enforce the antifraud provisions, and would eliminate the unequal treatment of foreign issuers, who now can use the information-supplying exemption to get on NASDAQ, and U.S. issuers, who must register their securities for inclusion in NASDAQ. A Canadian broker stated that many investors prefer NASDAQ-quoted Canadian securities on the incorrect assumption that they

³ Copies of these comment letters as well as a comment highlight prepared by the staff are in File No. S7-951 and are available for public inspection and copying at the Commission's Public Reference Room.

were registered with the Commission. Another individual stated that the proposal failed to go far enough and that the Commission should require Canadian issuers to report on Form 10-K, 10-Q and 8-K instead of Forms 20-F and 6-K. Some commentators stated that some Canadian corporations misuse the exemption and also make illegal distributions of their securities in the U.S.

One hundred thirty-three commentators opposed this proposal. Twenty-two commentators disagreed with the analysis in the proposing release that obtaining inclusion in NASDAQ is voluntary entry into the U.S. capital market for various reasons. Eight stated that the acts necessary to obtain inclusion in NASDAQ are minimal and should not be used to justify the imposition of Exchange Act reporting. Others noted that in the past the ADR depository banks were allowed to list certain foreign securities and continue to pay the fees. Twelve stated that most foreign issuers have their securities included in NASDAQ as a convenience to U.S. shareholders and the issuer does not receive as many benefits as U.S. issuers.

Eighteen commentators opposing the proposals stated that they were unaware of any problems with the current rules and thirty-one stated that the information-supplying exemption provided investors with adequate information.

All commentators opposing the proposal assumed that many foreign issuers would withdraw from NASDAQ and have their securities traded in the pink sheets instead of registering. The following unfavorable consequences were identified: increased price spreads, decrease in information, price quotes not carried in newspapers, less liquid market and fewer institutions in the market, absence of NASD surveillance, and delays in execution of transfers. These factors could cause a price drop of twenty percent according to one estimate.

Other objections to this proposal are: increased red tape, increased burden on foreign issuers, loss of investment opportunities and limits on freedom of choice, forced trading in foreign markets, forced use of disreputable dealers or foreign brokers, increased Commission budget, unfair change in policy, inconsistency with Congressional interest, possible retaliation by foreign governments, and reinforced fears of foreign issuers that the Commission repeatedly changes its rules.

Two commentators estimated the cost of registering securities under Section

12(g). One estimated it to be \$150,000. A law firm, representing some Canadian issuers with registered securities, estimated the cost to be \$12,000-\$15,000. A Canadian issuer subject to the reporting requirements of the Exchange Act stated it did not find reporting to be burdensome in terms of time or cost.

B. Revision of Rule 12g3-2

Since its commencement in 1971, NASDAQ has matured into a major securities market,⁴ providing securities quoted on NASDAQ with heightened visibility and access to active trading markets. As a result, NASDAQ has become an attractive alternative to exchange listing for foreign issuers which desire access to U.S. trading markets for the convenience of their U.S. shareholders or to raise capital, but which wish to avoid registration under Section 12. Although registration is required for exchange listing, foreign securities have been included in NASDAQ without Section 12 registration through use of the information-supplying exemption of Rule 12g3-2(b), which was adopted in 1967, prior to the start of NASDAQ, and was intended to exempt from registration foreign issuers whose securities were traded in the U.S. without the voluntary action of the issuer.

In the past, foreign securities could be included in NASDAQ without the participation of the issuer; at present, however, the consent of the issuer is required before a foreign security can be quoted in NASDAQ.⁵ Accordingly, the Commission believes that foreign securities included in NASDAQ should be regarded prospectively as voluntarily seeking U.S. trading markets, and hence should be denied the information-supplying exemption. Also, the Commission believes that the increased administrative sanctions available to the Commission resulting from the revisions are necessary. Finally, the Commission believes it is appropriate to eliminate any undue differences in the disclosure requirements of and the treatment of U.S. and foreign issuers with securities quoted on NASDAQ.

Nevertheless, the Commission acknowledges the concerns of many of the commentators. The Commission believes that applying the revisions

⁴ The monthly average share volume on NASDAQ for the first six months of 1983 was approximately three-fourths that of the New York Stock Exchange and nearly seven times larger than the volume of the American Stock Exchange.

⁵ As explained in the proposing release, foreign securities may be included in NASDAQ directly or in ADR form. These amendments apply equally to both.

prospectively and grandfathering the securities, as described below, is a pragmatic balance of these competing policies.⁶

Many of the foreign issuers that appear to be complying with the information-supplying exemption initially established it prior to the formation of NASDAQ or in its early years. As discussed above, until recently, persons other than the issuer could obtain the NASDAQ listing for foreign securities. Imposing the revised rule against such issuers could force them to withdraw from NASDAQ, consequently depriving U.S. investors of the accustomed market for such securities and, in some cases, reducing the depth and liquidity for these securities.

Securities of the non-Canadian issuers in compliance with the information-supplying exemption as of October 5, 1983 and currently quoted in NASDAQ are grandfathered indefinitely.⁷ However, the exemption will be extended to the Canadian securities only until January 1986. The recent hot-issue market in securities from Canada has created problems and abuses of the rule. Some issuers appear to have used the exemption as a means to make unregistered, illegal distributions of their securities over NASDAQ.⁸ Several commentators urged the Commission to address directly the problems associated with some of the issuers from Canada rather than using an overly broad approach as proposed. The adopted revision is consistent with the Commission's position of treating Canadian issuers the same as U.S. issuers for many purposes.⁹ Canadian issuers generally must file the same reports as domestic issuers under the Exchange Act and, unlike other foreign issuers, are subject to the proxy regulations and the short-swing profit recovery provisions. Moreover, the requirements for Canadian issuers to ultimately register their securities under Section 12 do not appear to be particularly burdensome in light of the

⁶ Grandfathering is unusual in the securities laws, but see Section 3(a)(1) of the Securities Act and Section 12(f) of the Exchange Act.

⁷ Unless, of course, the securities are delisted from NASDAQ or the issuer fails to maintain the information-supplying exemption.

⁸ The Commission wishes to remind issuers and broker-dealers of their responsibilities during distributions of unregistered securities. See Release Nos. 33-4445 (February 2, 1982) [27 FR 2312] and 33-5168 (July 17, 1971).

⁹ In 1980, the Commission solicited public comment on whether to eliminate the distinction between Canadian and other foreign private issuers. Few comments, even those from Canadian issuers, supported elimination. Release No. 33-6235 (September 2, 1980) [45 FR 63693].

similarity of the accounting principles and disclosure standards of the U.S. and Canada. Canadian issuers, unlike other foreign issuers, can use Form S-18 and the limited offering exemption of Regulation A. The coming-to-rest concept in Release No. 33-4708 (July 9, 1964) [29 FR 9828] treats offerings of U.S. issuers in Canada the same as offerings in the U.S. due to the close nexus of the markets. The Commission believes the revised rule, as adopted, adequately addresses the problems without undue market interference. The two year time period was selected to provide Canadian issuers with sufficient time to adjust their procedures or to register their securities and for the market to take into account any changes in the way such securities trade.

The Commission considered the alternative of imposing seasoning or suitability tests as conditions for listing on NASDAQ in reliance on the information-supplying exemption. Commentators suggested tests such as a history of active trading in the foreign market; minimum income, minimum assets, and minimum capitalization. The Commission declined to adopt any of those tests because of the difficulty in forming objectively the proper test, and the lack of any specific theoretical basis for a particular test.

III. Other Revisions

The Commission received no adverse comments on the proposed revisions to the successor issuer rules and has adopted them without change.

Several commenters objected to the proposed repeal of paragraph (d) of Rule 12g3-2 that exempts from Section 12(g) registration the securities of a non-Canadian issuer with any class of securities registered under Section 12(b) or any issuer filing reports under Section 15(d). The major consequences of repealing paragraph (d) is to require some of the 83 foreign issuers now subject to a Section 15(d) reporting obligation to register under Section 12(g) and thereby making their securities subject to the Williams Act.¹⁰ The commentators to the proposal pointed out potential problems due to inconsistent tender offer regulation among various countries.

The Williams Act has applied to Canadian and, since 1979, to other foreign equity securities registered under Section 12(b). Approximately 52 Canadian and 65 non-Canadian issuers have securities registered under this section. The proposal would merely end

the anomaly of exempting foreign issuers now subject to reporting obligations because of the exchange listing of debt securities or because they have had a registration statement become effective under the Securities Act. Few problems have arisen due to the inconsistent regulations of various countries, but the Commission is aware of the possibility of such problems. As in the past, with respect to foreign securities subject to the Williams Act, such situations will continue to be resolved on a case-by-case basis.

Another consequence of the repeal of paragraph (d) and the consequent registration of securities under Section 12(g) is that certain Canadian issuers would become subject to the proxy requirements of Sections 14(a) and 14(c) of the Exchange Act and the rules thereunder and the short-swing profits provisions of Section 16 of the Exchange Act and the rules thereunder. One commentator stated that the proposal would make Securities Act registration of equity securities more burdensome, extend U.S. regulation to the internal corporate affairs of Canadian issuers, and conflict with the voluntarism principle explained in the proposing release.

More than 50 Canadian issuers are currently subject to such regulations and the repeal of paragraph (d) requires some of the 23 Canadian issuers subject to Section 15(d) to register their securities under Section 12(g). Few problems have arisen in the past under these rules. The Commission believes it is anomalous to exempt those Canadians that have made a registered public offering in the U.S., who would otherwise be subject to Section 12, but not those whose securities are listed on a U.S. exchange or are registered under Section 12 of the Exchange Act.

Foreign issuers that generally are owned and managed by U.S. persons are considered to be essentially U.S. issuers and are ineligible for any of the exemptions or forms available to other issuers organized under foreign law. As amended, Rule 405 and Rule 3b-4 set forth two elements to determine whether an issuer is an essentially U.S. issuer.¹¹ The first element is that fifty percent of the issuer's shares are held by U.S. residents. The second element is that one of three conditions is present: (1) The issuer's business be principally administered in the U.S.; (2) a majority of the issuer's directors or executive officers be U.S. persons; or (3) fifty percent of the assets of the issuer be

located in the U.S. These elements combined concepts in the former and proposed definitions. The Commission believes these amendments will prevent evasion but are unlikely to apply to many issuers not intended to be covered by the concept.

Regulatory Flexibility Act

A copy of the Final Regulatory Flexibility Analysis is available upon request from the Office of International Corporate Finance, Room 3094 (3-6), Division of Corporation Finance, Securities and Exchange Commission, 450 Fifth Street, NW., Washington, D.C., 20549, telephone (202) 272-3246.

List of Subjects in 17 CFR Parts 230 and 240

Reporting and recordkeeping requirements, Securities.

Text of Amendments

17 CFR Chapter II is amended as follows:

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

1. By revising the definition of "Foreign Private Issuer" in § 230.405 to read as follows:

§ 230.405 Definitions of terms.

* * * * *

Foreign private issuer: The term "foreign private issuer" means any foreign issuer other than a foreign government except an issuer meeting the following conditions: (1) More than 50 percent of the outstanding voting securities of such issuer are held of record either directly or through voting trust certificates or depositary receipts by residents of the United States; and (2) any of the following: (i) The majority of the executive officers or directors are United States citizens or residents, (ii) more than 50 percent of the assets of the issuer are located in the United States, or (iii) the business of the issuer is administered principally in the United States. For the purpose of this paragraph, the term "resident," as applied to security holders, shall mean any person whose address appears on the records of the issuer, the voting trustee, or the depositary as being located in the United States.

* * * * *

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

2. By revising paragraph (c) of § 240.3b-4 to read as follows:

¹⁰ Sections 13(d), 13(e), 14(d), 14(e) and 14(f) of the Exchange Act regulate certain acquisitions of securities and tender offers.

¹¹ The conditions are in the except clause in the definition of a foreign private issuer. Rules 405 (17 CFR 230.405) and 3b-4 (17 CFR 240.3b-4).

§ 240.3b-4 Definition of "foreign government," "foreign issuer," and "foreign private issuer."

(c) *Foreign private issuer:* The term "foreign private issuer" means any foreign issuer other than a foreign government except an issuer meeting the following conditions: (1) More than 50 percent of the outstanding voting securities of such issuer are held of record either directly or through voting trust certificates or depositary receipts by residents of the United States; and (2) any of the following: (i) The majority of the executive officers or directors are United States citizens or residents. (ii) more than 50 percent of the assets of the issuer are located in the United States, or (iii) the business of the issuer is administered principally in the United States. For the purpose of this paragraph, the term "resident," as applied to security holders, shall mean any person whose address appears on the records of the issuer, the voting trustee, or the depositary as being located in the United States.

3. By revising § 240.12g-1 to read as follows:

§ 240.12g-1 Exemption from section 12(g).

An issuer shall be exempt from the requirement to register any class of equity securities pursuant to section 12(g)(1) if on the last day of its most recent fiscal year the issuer had total assets not exceeding \$3,000,000 and, with respect to a foreign private issuer, such securities were not quoted in an automated inter-dealer quotation system.

4. By revising paragraphs (a) and (b) and adding new paragraph (c) to § 240.12g-3 to read as follows:

§ 240.12g-3 Registration of securities of successor issuers.

(a) Where in connection with a succession by merger, consolidation, exchange of securities or acquisition of assets, equity securities of an issuer, not previously registered pursuant to section 12 of the Act, are issued to the holders of any class of equity securities of another issuer which is registered pursuant to section 12 of the Act, the class of securities so issued shall be deemed to be registered pursuant to section 12 of the Act unless upon consummation of the succession such class is exempt from such registration other than by Rule 12g3-2 (§ 240.12g3-2 of this chapter) or all securities of such class are held of record by less than 300 persons.

(b) Where in connection with a succession by merger, consolidation, exchange of securities or acquisition of

assets, equity securities of an issuer, which are not registered pursuant to section 12 of the Act, are issued to the holders of any class of equity securities of another issuer which is required to file a registration statement pursuant to section 12 but has not yet done so, the duty to file such statement shall be deemed to have been assumed by the issuer of the class of securities so issued and such issuer shall file a registration statement pursuant to section 12 of the Act with respect to such class within the period of time the predecessor issuer would have been required to file such a statement, or within such extended period of time as the Commission may authorize upon application pursuant to § 240.12b-25 of this chapter, unless upon consummation of the succession such class is exempt from such registration other than by Rule 12g3-2 (§ 240.12g3-2 of this chapter) or all securities of the class are held of record by less than 300 persons.

(c) An issuer that is deemed to have a class of securities registered pursuant to section 12 according to either paragraph (a) or (b) of this section shall file reports on the same forms and such class of securities shall be subject to the provisions of sections 14 and 16 to the same extent as the predecessor issuer, except as follows:

(1) An issuer that is not a foreign issuer shall not be eligible to file on Form 20-F (§ 249.220f of this chapter) or to use the exemption in Rule 3a12-3 (§ 240.3a12-3 of this chapter).

(2) A non-Canadian foreign private issuer shall be eligible to file on Form 20-F and to use the exemption in Rule 3a12-3.

(3) A Canadian foreign private issuer shall be eligible to file on Form 20-F and to use the exemption in Rule 3a12-3 only if the predecessor issuer filed on Form 20-F and was eligible to use such exemption and it does not have or has not had during the twelve months prior to the consummation of the succession a reporting obligation (suspended or active) under section 15(d) of the Act or a class of securities registered under section 12.

5. By revising section 240.12g3-2 to read as follows:

§ 240.12g3-2 Exemptions for American depositary receipts and certain foreign securities.

(a)(1) Securities of any class issued by any foreign private issuer shall be exempt from section 12(g) of the Act if the class has fewer than 300 holders resident in the United States. This exemption shall continue until the next fiscal year end at which the issuer has a class of equity securities held by 300 or

more persons resident in the United States. For the purpose of determining whether a security is exempt pursuant to this paragraph, securities held of record by persons resident in the United States shall be determined as provided in Rule 12g5-1 (§ 240.12g5-1 of this chapter) except that securities held of record by a broker, dealer, bank or nominee for any of them for the accounts of customers resident in the United States shall be counted as held in the United States by the number of separate accounts for which the securities are held. The issuer may rely in good faith on information as to the number of such separate accounts supplied by all owners of the class of its securities which are brokers, dealers, or banks or a nominee for any of them.

(2) Registration of any class of security by a foreign private issuer pursuant to section 12(g) of the Act shall be terminated ninety days, or such shorter period as the Commission may determine, after the issuer files a certification with the Commission that the number of holders resident in the United States of such class of security is reduced to less than 300 persons. The Commission shall, after notice and opportunity for hearing, deny termination of registration if it finds that there are 300 or more holders resident in the United States. Termination of registration shall be deferred pending final determination on the question of denial.

(b)(1) Securities of any foreign private issuer shall be exempt from section 12(g) of the Act if the issuer, or a government official or agency of the country of the issuer's domicile or in which it is incorporated or organized:

(i) Shall furnish to the Commission whatever information in each of the following categories the issuer since the beginning of its last fiscal year (A) has made or is required to make public pursuant to the law of the country of its domicile or in which it is incorporated or organized, (B) has filed or is required to file with a stock exchange on which its securities are traded and which was made public by such exchange, or (C) has distributed or is required to distribute to its security holders;

(ii) Shall furnish to the Commission a list identifying the information referred to in paragraph (b)(1)(i) of this section and stating when and by whom it is required to be made public, filed with any such exchange, or distributed to security holders;

(iii) Shall furnish to the Commission, during each subsequent fiscal year, whatever information is made public as described in (A), (B) or (C) of paragraph (b)(1)(i) of this section promptly after

such information is made or required to be made public as described therein;

(iv) Shall, promptly after the end of any fiscal year in which any changes occur in the kind of information required to be published as referred to in the list furnished under paragraph (b)(1)(ii) of this section or any subsequent list, furnish to the Commission a revised list reflecting such changes; and

(v) Shall furnish to the Commission in connection with the initial submission the following information to the extent known or which can be obtained without unreasonable effort or expense: the number of holders of each class of equity securities resident in the United States, the amount and percentage of each class of outstanding equity securities held by residents in the United States, the circumstances in which such securities were acquired, and the date and circumstances of the most recent public distribution of securities by the issuer or an affiliate thereof.

(2) The information required to be furnished under paragraphs (b)(1)(i) and (b)(1)(ii) of this section shall be furnished on or before the date on which a registration statement under section 12(g) of the Act would otherwise be required to be filed. Any issuer furnishing information under paragraph (b)(1)(i) of this section shall notify the Commission that it is furnished under that paragraph.

(3) The information required to be furnished under this paragraph (b) is information material to an investment decision such as: the financial condition or results of operations; changes in business; acquisitions or dispositions of assets; issuance, redemption or acquisitions of their securities; changes in management or control; the granting of options or the payment of other remuneration to directors or officers; and transactions with directors, officers or principal security holders.

(4) Only one complete copy of any information or document need be furnished under paragraph (b)(1) of this section. Such information and documents need not be under cover of any prescribed form and shall not be deemed to be "filed" with the Commission or otherwise subject to the liabilities of section 18 of the Act. Press releases and all other communications or materials distributed directly to securityholders of each class of securities to which the exemption relates shall be in English. English versions or adequate summaries in English may be furnished in lieu of original English translations. No other documents need be furnished unless the issuer has prepared or caused to be

prepared English translations, versions, or summaries of them. If no English translations, versions, or summaries have been prepared, a brief description in English of any such documents shall be furnished. Information or documents in a language other than English are not required to be furnished. If practicable, the Commission file number shall appear on the information furnished or in an accompanying letter.

(5) The furnishing of any information or document under paragraph (b) of this rule shall not constitute an admission for any purpose that the issuer is subject to the Act.

(c) Depository Shares registered on Form F-6 (§ 239.36 of this chapter), but not the underlying deposited securities, are exempt from section 12(g) of the Act under this paragraph (c).

(d) The exemption provided by paragraph (b) of this rule shall not be available for the following securities:

(1) Securities of a foreign private issuer that has or has had during the prior eighteen months any securities registered under section 12 of the Act or a reporting obligation (suspended or active) under section 15(d) of the Act;

(2) Securities of a foreign private issuer issued in a transaction to acquire by merger, consolidation, exchange of securities, or acquisition of assets, another issuer that had securities registered under section 12 of the Act or a reporting obligation (suspended or active) under section 15(d) of the Act; and

(3) Securities quoted in an "automated inter-dealer quotation system" or securities represented by American Depositary Receipts so quoted unless all the following conditions are met:

(i) Such securities were so quoted on October 5, 1983 and have been continuously traded since;

(ii) The issuer is in compliance with the exemption in paragraph (b) of this section on October 5, 1983 and has continuously maintained the exemption since; and

(iii) After January 2, 1986, the issuer is organized under the laws of any country except Canada or a political subdivision thereof.

6. By redesignating the first paragraph of § 240.15d-5 as paragraph (a) and adding a new paragraph (b) to read as follows:

§ 240.15d-5 Reporting by successor issuers.

* * * * *

(b) An issuer that is deemed to be a successor issuer according to paragraph (a) of this section shall file reports on the same forms as the predecessor issuer except as follows:

(1) An issuer that is not a foreign issuer or that is a North American foreign private issuer shall not be eligible to file on Form 20-F (§ 240.220f of this chapter).

(2) A non-North American foreign private issuer shall be eligible to file on Form 20-F.

Statutory Basis

These amendments are adopted pursuant to authority in Sections 6, 7, 8, 10, and 19(a) of the Securities Act of 1933; Sections 12, 13, 15(d), and 23(a) of the Securities Exchange Act of 1934.

(Secs. 6, 7, 8, 10, 19(a), 48 Stat. 78, 79, 81, 85; secs. 205, 209, 48 Stat. 906, 908; sec. 301, 54 Stat. 857; sec. 8, 68 Stat. 685; sec. 1, 79 Stat. 1051; sec. 308(a)(2), 90 Stat. 57.; secs. 12, 13, 15(d), 23(a), 48 Stat. 892, 894, 895, 901; secs. 1, 3, 8, 49 Stat. 1375, 1377, 1379; sec. 203(a), 49 Stat. 704; sec. 202, 68 Stat. 686; secs. 3, 4, 6, 78 Stat. 565-574; secs. 1, 2, 82 Stat. 454; sec. 28(c), 84 Stat. 1435; secs. 1, 2, 84 Stat. 1497; sec. 105(b), 88 Stat. 1503; secs. 8, 9, 10, 18, 89 Stat. 117, 118, 119, 155; sec. 308(b), 90 Stat. 57; secs. 202, 203, 204, 91 Stat. 1494, 1498, 1500; 15 U.S.C. 77f, 77g, 77h, 77j, 77s(a), 78f, 78m, 78o(d), 78w(a))

By the Commission.

George A. Fitzsimmons,
Secretary.

October 6, 1983.

[FR Doc. 83-27934 Filed 10-13-83; 8:45 am]

BILLING CODE 8010-01-M

NASD

National Association of Securities Dealers, Inc.
1735 K St. N.W. • Washington, D.C. 20006 • (202) 728-8000

notice to members 83-59

October 27, 1983

TO: All NASD Members and NASDAQ Subscribers

RE: Pilot Ends - Expansion of ITS/CAES Linkage -
Open to All Rule 19c-3 Securities - ATT Divestiture

The Securities and Exchange Commission has recently authorized the expansion of the number of securities eligible for trading by our members through the linkage between the Intermarket Trading System (ITS) and the Computer Assisted Execution System (CAES). This linkage was mandated by the Commission in its order dated April 21, 1981, the first phase of which permitted only the thirty most active Rule 19c-3 securities with ITS/CAES market makers to be traded through the ITS/CAES linkage. Rule 19c-3 securities are those tape-eligible securities that were listed on an exchange after April 26, 1979 or were listed on or before that date but thereafter ceased being traded for any period of time.

The second phase of this order, which became effective on September 15, 1983, permits all Rule 19c-3 securities to be traded through the ITS/CAES interface by an ITS/CAES market maker. The effectiveness of such permits NASD members, who choose to register as ITS/CAES market makers, to make markets in over 700 Rule 19c-3 securities. A listing of all Rule 19c-3 securities compiled as of October 3, 1983 is attached to this notice.

It should be noted that certain technical constraints impacting only exchange participants currently prevent the inclusion of warrants and preferreds from this list in the ITS system. It is our understanding that efforts are now underway to correct this problem and will be completed during the 1st quarter of 1984. These constraints do not, however, impact or prevent the inclusion and trading of warrants and preferreds in CAES. However, trading through the ITS/CAES linkage will not be possible.

It is the feeling of many of the current CAE participants that this expanded opportunity for NASD members to trade Rule 19c-3 securities is particularly significant in view of the impending divestiture of AT&T. This divestiture will result in the classification of seven new regional holding companies as Rule 19c-3 securities eligible for trading through the ITS/CAES interface. It is anticipated that "when issued" trading will commence in these new securities, identified below, during November, 1983.

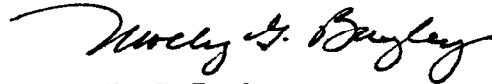
Security

Symbol

American Information Technologies Corporation (Ameritech)	AIT
Bell Atlantic Corporation	BEL
BellSouth Corporation	BLS
NYNEX Corporation	NYN
Pacific Telesis Group	PAC
Southwestern Bell Corporation	SBC
U.S. West, Inc.	USW

Additional information regarding participation in the ITS/CAES linkage may be obtained from Ms. Debra Portman at (212) 839-6206.

Sincerely,



Molly G. Bayley
Vice President
NASDAQ Operations

Enclosure

NEW YORK STOCK EXCHANGE SECURITIES
ELIGIBLE FOR OFF-BOARD TRADING UNDER RULE 19C-3

October 3, 1983

ACE	-	Acme Electric Corporation
ALA	-	Ala Moana Hawaii Depository Units
AMR\$A	-	AMR Corporation - \$2.125 Cumulative Convertible Preferred A
ACO	-	Acco World Corporation
AMD	-	Advanced Micro Devices, Inc.
ADV	-	Advest Group, Inc.
ARX	-	Aeroflex Laboratories, Inc.
AET\$B	-	Aetna Life & Casualty Company Cumulative Preferred A
ALP\$A	-	Alabama Power Company 15.68% Class A Cumulative Preferred
AAL	-	Alexander and Alexander Services, Inc.
AT	-	Allied Telephone Company
AH\$C	-	Allis Chalmers Corporation \$5.875 Convertible C Preferred
AC\$A	-	American Can Company \$3.00 Series Convertible Preferred
AC\$B	-	American Can Company \$13.75 Series Preferred
AHR	-	Americana Hotels and Realty Corporation
APS	-	American President Companies Ltd.
AFS	-	Amfesco Industries, Inc.
ASO	-	Amsouth Bancorp
AGV	-	Anderson Greenwood Company
ANA	-	Anta Corporation
BUD	-	Anheuser-Busch Companies, Inc.
AAC	-	Anacomp, Incorporated
APP	-	Apache Petroleum Company Depository Units
APP.W	-	Apache Petroleum Company 1986 Warrants
AEW\$D	-	Appalachian Power Company - \$2.65 D Preferred
AEW\$E	-	Appalachian Power Company - \$4.18 Cumulative Preferred
AEW\$F	-	Appalachian Power Company - \$3.80 Cumulative Preferred
AZP\$O	-	Arizona Public Service Co. - \$3.58 Cumulative Preferred Series O
AZP\$Q	-	Arizona Public Service Co. - Adjustable Rate Preferred Series Q
BMC	-	BMC Industries, Inc.
BTX	-	BancTexas Group, Inc.
BPP	-	Bally's Park Place Inc.
ONE	-	Banc One Corporation
BCM	-	Banco Central S.A. American Depository Shares
BAC\$A	-	BankAmerica Corporation Adjustable Preferred Series A
BAC\$B	-	BankAmerica Corporation Adjustable Preferred Series B
NEB\$	-	Bank of New England Adjustable Rate Preferred Series 1982
BRE	-	BankAmerica Realty Investors Shares of Beneficial Interest
BBF	-	Barnett Banks of Florida, Inc.
BBF\$A	-	Barnett Banks of Florida, Inc. Series A \$2.375 Cumulative Preferred
BAS	-	Basic Resources Corporation
BHW\$	-	Bell and Howell Company \$12.00 Convertible Preferred
BS\$	-	Bethlehem Steel Corporation \$5.00 Cumulative Convertible Preferred
BHP	-	Black Hills Power and Light
BCC\$B	-	Boise Cascade Corporation - 5% Convertible Exchangeable Preferred

NEW YORK STOCK EXCHANGE SECURITIES (Continued)

BHC	-	Brock Hotel Corporation
BU\$A	-	Brooklyn Union Gas \$3.95 Cumulative II Preferred
CEE	-	C-3, Inc.
CPH\$F	-	Capital Holding Corporation Adjustable Rate Cumulative Preferred F
CIW	-	Cameron Iron Works, Inc.
CCH	-	Campbell Resources, Inc.
CCH\$	-	Campbell Resources Inc. Preferred
ENT	-	Canadian Pacific Enterprises
CKE\$	-	Castle and Cooke, Inc. Convertible Exchangeable Preferred
CNH\$	-	Central Hudson Gas and Electric Company Depository Preferred A
CNL	-	Central Louisiana Electric Company
CNL\$	-	Central Louisiana Electric Company \$4.18 Preferred
CV	-	Central Vermont Public Service Corporation
CHR\$	-	The Charter Company - Convertible Depository Preferred
CHA\$C	-	Champion International \$4.60 Cumulative Convertible Preferred
CMB\$D	-	Chase Manhattan Corporation 10 1/2% Series D Preferred
CMB\$E	-	Chase Manhattan Corporation Floating Rate Series E Preferred
CHE	-	Chemed Corporation
CHL\$A	-	Chemical New York Corporation Adjusted Rate Cumulative Preferred
CHL\$B	-	Chemical New York Corporation Adjusted Rate Cumulative Preferred B
CNW	-	Chicago Northwest Transport Class A
C.Z	-	Chrysler Corporation Warrants 12/31/90
CI	-	Cigna Corporation
CIN\$G	-	Cincinnati Gas and Electric Company - 10.20% G Preferred
CIN\$H	-	Cincinnati Gas and Electric Company 12.52% Series Cumulative Preferred
FNC\$	-	Citicorp Adjusted Rate Preferred 2nd Series
CNV\$E	-	City Investing Co. \$2.875 Convertible Ex. Preferred E
CG\$C	-	Columbia Gas Sys. Inc. 10.24% Preferred C
CG\$D	-	Columbia Gas Sys. Inc. Adjustable Preferred D
COC\$D	-	Columbus & Southern Ohio Electric Company Cumulative Preferred \$3.45 Series
PMA	-	Combined International Corporation
CDO	-	Comdisco, Inc.
CWE\$K	-	Commonwealth Edison Company - \$11.70 Cumulative Preferred
CWE\$L	-	Commonwealth Edison Company - \$12.75 Cumulative Preferred
CAA	-	Conair Corporation
CNE	-	Connecticut Energy Corporation
CMS\$N	-	Consumers Power Company - \$3.85 Cumulative Preferred
CMS\$P	-	Consumers Power Company \$3.98 Preferred
CMS\$R	-	Consumers Power Company \$4.00 Preferred
CMS\$S	-	Consumers Power Company \$4.02 Preferred
CMS\$T	-	Consumers Power Company \$3.78 Preferred
CMS\$U	-	Consumers Power Company \$3.60 Preferred
COS\$	-	Copperweld Corporation - 2.48% Convertible Exchangeable Preferred
CYR	-	Cray Research
ZB\$A	-	Crown Zellerbach Company - \$4.625 Cumulative Convertible Preferred Series A
ZB\$C	-	Crown Zellerbach Company Preferred C
CUL	-	Cullinet Software, Inc.
CWL	-	Cowles Broadcasting
DPL\$J	-	Dayton Power and Light \$11.60 Preferred J

NEW YORK STOCK EXCHANGE SECURITIES (Continued)

DF	-	Dean Foods Company
DLX	-	Deluxe Check Printers, Inc.
DTE\$I	-	Detroit Edison Company (The) - 12.80% Preferred
DTE\$J	-	Detroit Edison Company (The) - 15.68% Preferred J
DTE\$K	-	Detroit Edison Company (The) - \$4.12 Series Preferred K
DTE\$L	-	Detroit Edison Company (The) - \$4.00 Series Preferred L
DTE\$M	-	Detroit Edison Company (The) - \$3.42 Series Preferred M
DTE\$O	-	Detroit Edison Company (The) - \$3.40 Series Preferred O
DTE\$P	-	Detroit Edison Company (The) - \$3.12 Preferred
DTE\$Q	-	Detroit Edison Company (The) - \$3.13 Cumulative Preferred
DIG\$B	-	Di Giorgio Corporation - \$2.25 Cumulative Convertible Preferred
DIA\$	-	Diamond Shamrock Corporation \$4.00 Preferred
DCI	-	Donaldson Company, Inc.
DUK\$N	-	Duke Power Company - 8.84% Cumulative Preferred Series N
DUK\$O	-	Duke Power Company - 11% Cumulative Preferred Series O
DUK\$P	-	Duke Power Company - 15.40% Preferred
DYC	-	Dyco Petroleum Company
EAL\$B	-	Eastern Air Lines \$3.20 Preferred B
EAL\$C	-	Eastern Air Lines \$3.00 Convertible Jr. Preferred
EAL.W	-	Eastern Air Lines - Warrants
ELP\$E	-	El Paso Natural Gas Company - 15% Preferred
ELP\$F	-	El Paso Natural Gas Company - 14% Preferred
EEX	-	Energy Exchange Corporation - Class A
EC	-	Englehard Corporation
ENS\$D	-	Enserch Corporation Adjustable Preferred D
EEE	-	Ensource, Incorporated
EN	-	Enterra Corporation
ERB	-	Erbamont N.V.
FCI	-	Fairfield Communities Inc.
FAC	-	First Atlanta Corporation
FAC\$	-	First Atlanta Corporation Series A Preferred
FBF	-	First Bankers Corporation of Florida
FBC	-	First Boston Corporation
FBT\$A	-	First City Bancorp of Texas Adjustable Note Series A
FNB\$	-	First Chicago Corporation Preferred
FNB\$B	-	First Chicago Corporation Adjustable Preferred B
FNS\$B	-	First National State Bancorp Adjustable Preferred B
FWB\$A	-	First Wisconsin Corporation \$6.25 Preferred A
FLT\$	-	Fleet Financial Group, Inc. Adjustable Preferred
FLX\$	-	Flexi-Van Corporation - \$1.61 Cumulative Preferred
FLX\$B	-	Flexi-Van Corporation - \$2.75 Cumulative Preferred
FLP	-	Floating Point Systems, Incorporated
FMR.V	-	Freeport McMoran Oil & Gas Royalty Trust - Units of Beneficial Interest - When Issued
FTR\$	-	Fruehauf \$2.00 Preferred
GHX	-	Galveston-Houston Company
GEC	-	Geico Corporation
GCN\$A	-	General Cinema Corporation Preferred A
GDC	-	General Datacomm Industries, Incorporated
GNC	-	General Nutrition, Incorporated
GRN	-	General Re Corporation

NEW YORK STOCK EXCHANGE SECURITIES (Continued)

GGP\$	-	General Growth Properties \$1.90 Pfd. A - When Issued
GGP.W	-	General Growth Properties - Warrants When Issued
GEN	-	Genrad, Incorporated
GX	-	Geo International Corporation (New)
GP\$B	-	Georgia Pacific Corporation - \$2.24 Series B Adjustable Rate Convertible Preferred
GP\$C	-	Georgia Pacific Corporation Series C Adjustable Rate Convertible Preferred
GPE\$E	-	Georgia Power - \$3.76 Class A Preferred
GPE\$F	-	Georgia Power - \$3.44 Preferred
GNG.W	-	Golden Nugget Inc. Warrants 7/1/88
GNN\$	-	Great Northern Nekoosa \$4.75 Cumulative Exchangeable Preferred
GHI	-	Greatwest Hospital, Inc.
GMP	-	Green Mountain Power Corporation
GBE	-	Grubb and Ellis Company
GQ\$	-	Grumman Corporation - \$2.80 Cumulative Preferred
GSU\$B	-	Gulf States Utilities - \$4.40 B Preferred
GSU\$N	-	Gulf States Utilities - \$3.85 Preferred
GA	-	Gulfstream Aerospace Corporation
HPR	-	Harper & Row Publishers, Inc.
HLC	-	Hazelton Laboratories
HMY	-	Heilig Meyers Company
HCI	-	Heritage Communications Incorporated
HCI\$B	-	Heritage Communications Incorporated - Series B Preferred
HXL	-	Hexcel Corporation (Delaware)
HIT	-	Hitachi Limited ADR
HZB	-	Horizon Bancorp
RTH	-	Houston Oil Royalty Trust
HPT	-	Howell Petroleum
THC	-	Hydraulic Company (The)
IPC\$K	-	Illinois Power Company - 11.66% Cumulative Preferred
IPC\$L	-	Illinois Power Company - Adjustable Series Preferred A
IME\$G	-	Indiana and Michigan Electric Company \$2.75 Cumulative Preferred
IME\$H	-	Indiana and Michigan Electric Company \$3.63 Cumulative Preferred
IG	-	Informatics General Corporation
IRE\$A	-	Integrated Resources - \$3.03 Cumulative Preferred A
IRE\$C	-	Integrated Resources - Adjustable Rate Cumulative Preferred
IRE\$D	-	Integrated Resources - \$4.25 Cumulative Convertible Preferred
ISS\$D	-	Interco, Inc. - \$7.75 Cumulative Convertible Series D
ITM	-	Intermedics Inc.
HR\$A	-	International Harvester \$3.00 Convertible Preferred A
HR\$C	-	International Harvester \$5.76 Preferred C
IUS	-	Interstate Uniform Services Corporation
IFG	-	Inter-Regional Financial Group, Incorporated
V\$	-	Irving Bancorp Adjustable Rate Preferred
JR	-	James River Corporation of Virginia
KDI	-	KDI Corporation
KB\$B	-	Kaufman and Broad, Inc. \$8.75 Convertible Exchangeable Preferred
KGM\$D	-	Kerr Glass Manufacturing Company - \$1.70 Class B Cumulative Convertible Preferred Series D

NEW YORK STOCK EXCHANGE SECURITIES (Continued)

KEY	-	Key Banks Inc.
KOG	-	Koger Properties, Inc.
KOP\$B	-	Kopper Company, Inc. - \$10.00 Preferred
KYO	-	Kyocera Corporation
LHC	-	L and N Housing Corporation
LRT	-	L L & E Royalty Trust - Units of Beneficial Interest
LTV\$B	-	LTV Corporation \$3.06 Convertible Preferred B
LPT	-	Lear Petroleum Corporation
LPT\$	-	Lear Petroleum Corporation 2.875% Exchangeable Preferred
LM	-	Legg Mason, Inc.
LEG	-	Leggett and Platt, Inc.
LTD	-	The Limited, Incorporated
LIL\$\$	-	Long Island Lighting Company - 9.80% Series S Preferred
LIL\$t	-	Long Island Lighting Company - 3.31% Cumulative Preferred Series T
LIL\$U	-	Long Island Lighting Company - 4.25% Cumulative Preferred Series U
LIL\$V	-	Long Island Lighting Company - 3.50% Preferred Series V
LIL\$W	-	Long Island Lighting Company - 3.52% Preferred Series W
LPL\$	-	Louisiana Power and Light Co. 12.64% Cumulative Preferred
LOW	-	Lowe's Companies, Inc.
LUB	-	Luby's Cafeterias, Inc.
LUK\$F	-	Leucadia National Corporation Preferred
MGM	-	MGM UA Entertainment Company
MGM.W	-	MGM UA Entertainment Company Warrants
HEG	-	MGM UA Home Entertainment Group, Inc.
MMB	-	MacMillan Bloedel Limited
M	-	Management Assistance, Inc.
MHC\$	-	Manufacturers Hanover Corporation Adjustable Preferred
MHC\$B	-	Manufacturers Hanover Corporation Adjustable Preferred B
MAR	-	Marcade Group, Inc.
MM\$A	-	Marine Midland Banks, Inc. Preferred A
ML\$	-	Martin Marietta Corporation \$4.875 Convertible Exchangeable Preferred
MDD	-	McDonald & Company Investments, Inc.
MTR	-	MESA Royalty Trust
MEL\$A	-	Mellon National Corporation Series A Preferred
MEL	-	Mellon National Corporation
MOS	-	Mesa Offshore Trust Units of Beneficial Interest
MXF	-	Mexico Fund, Inc. (The)
MIC\$A	-	Michigan Consolidated Gas Company \$3.19 Series Cumulative Preferred
MCN	-	MidCon Corporation
MPV\$C	-	Missouri Public Service Company \$4.125 Series Preferred
MLT	-	Mitel Corporation
MSY	-	Modular Computer Systems, Inc.
MCL	-	Moore Corporation Limited
MOE	-	Moran Energy Corporation
JPM\$A	-	Morgan, J.P. and Company Adjustable Rate Preferred A
NAF	-	NAFCO Financial Group, Inc.
NBI	-	NBI, Incorporated
NII\$	-	National Intergroup Inc. \$5.00 Convertible Preferred
NUI	-	NUI Corporation
NCB	-	NCNB Corporation

NEW YORK STOCK EXCHANGE SECURITIES (Continued)

NEV	-	Nevada Savings and Loan Association
NWL	-	Newell Companies, Inc.
NIP	-	Newhall Investment Properties Units of Limited Partnership
NR	-	Newhall Resources Units of Limited Partnership
NJR	-	New Jersey Resources Corporation
NGE\$D	-	New York State Electric and Gas 15% Series
NIC	-	Nicolet Instrument Corporation
NMK\$	-	Niagara Mohawk Power Corporation Adjustable Preferred A
NBL	-	Noble Affiliates, Inc.
NOR	-	Norstar Bancorp, Inc.
NOR\$	-	Norstar Bancorp, Inc. Convertible Adjustable Preferred
NET	-	North European Oil Royalty Trust Units of Beneficial Interest
NI\$A	-	Northern Indiana Public Service Adjustable Preferred A
NOB\$	-	Norwest Corporation Adjustable Preferred
NOB\$B	-	Norwest Corporation Adjustable Preferred Series B
NWC\$A	-	Northwest Central Pipeline Corporation Adjustable Rate Preferred A
NWP\$A	-	Northwest Energy Company \$2.125 Preferred A
NVO	-	Novo Industries A/S
NTR	-	Nutri Systems, Inc.
ODR	-	Ocean Drilling and Exploration Company
OEC\$M	-	Ohio Edison Company - \$1.80 Cumulative Convertible Preferred
OEC\$N	-	Ohio Edison Company - \$3.92 Cumulative Convertible Preferred
OEC\$O	-	Ohio Edison Company - \$3.50 Class A Preferred
OPW\$H	-	Ohio Power Company - \$3.75 Preferred
OCR	-	Omnicare, Inc.
PSA\$	-	PSA, Inc. Depository Preferred Series B
PPW\$B	-	Pacific Power and Light Company - \$3.75 Preferred
PPW\$C	-	Pacific Power and Light Company - \$4.07 Preferred
PAB	-	Pan American Banks, Incorporated
PNP	-	Pay-N-Pak Stores, Inc.
PCI	-	Payless Cashways, Incorporated
PPL\$N	-	Pennsylvania Power and Light Company Depository Preferred \$15.00 Series
PPL\$O	-	Pennsylvania Power and Light Company Depository Preferred
PPL\$P	-	Pennsylvania Power and Light Company Depository Preference
PBT	-	Permian Basin Royalty Trust Units of Beneficial Interest
PDS	-	Perry Drug Stores, Inc.
PEO\$A	-	Petroleum and Resources Corporation - \$1.57 Convertible Preferred
PIL	-	Petroleum Investments Ltd. Depository Units
PN.W	-	Pan American World Airways - 1993 Warrants
PE\$M	-	Philadelphia Electric Company - 15.25% Preferred
PE\$N	-	Philadelphia Electric Company - 17.125% Preferred
PE\$O	-	Philadelphia Electric Company 12.80% Preferred
PGN\$C	-	Portland General Electric \$4.40 Cumulative Preferred
PGN\$D	-	Portland General Electric \$4.32 Series Cumulative Preferred
PCH\$	-	Potlatch Corporation \$12.375 Preferred Class A Cumulative Preferred
POM\$G	-	Potomac Electric Power Company - \$4.23 Serial Preferred \$4.23 (1979)
PMK	-	Primark Corporation
PRP	-	Prairie Producing Company
PEG\$R	-	Public Service Electric and Gas - 13.44% Preferred
PEG\$S	-	Public Service Electric and Gas - 12.80% Preferred
PEG\$T	-	Public Service Electric and Gas - 11.62% Preferred

NEW YORK STOCK EXCHANGE SECURITIES (Continued)

PIN\$I	-	Public Service Company of Indiana - 9.60% Series Cumulative Preferred
PNH\$	-	Public Service Company of New Hampshire - 11.24% Cumulative Preferred
PNH\$C	-	Public Service Company of New Hampshire - Shares of Sinking Fund Preferred - 17% Division Series Cumulative
PNH\$D	-	Public Service Company of New Hampshire - 15% Preferred
PNH\$E	-	Public Service Company of New Hampshire - 15.44% Preferred
PNH\$F	-	Public Service Company of New Hampshire - 13% Division Series Preferred
BQR	-	Quick and Reilly Group, Inc.
RPC	-	RAMPAC
RYC	-	Raychem Corporation
RB\$	-	Reading and Bates Corporation - Series 4 \$2.125 Cumulative Convertible Preferred
RB\$A	-	Reading and Bates Corporation - Series 5 Preferred
REC	-	Recognition Equipment, Inc.
RGL	-	Regal International, Inc.
RAI.W	-	Republic Airlines Inc. 1986 Warrants
RNB\$C	-	Republic of New York Corporation - \$3.125 Preferred
RNB\$A	-	Republic of New York Corp. - Cumulative Preferred Floating Series A
RS\$	-	Republic Steel Corporation \$5.25 Convertible Preferred
RPT\$A	-	Republicbank Corporation - \$2.125 A Convertible Preferred
REN	-	Rollins Environmental Services, Inc.
SBR	-	Sabine Royalty Trust Units of Beneficial Interest
SGB	-	Safeguard Business Systems, Inc.
SFE.W	-	Safeguard Scientifics, Incorporated - Warrants
SK	-	Safety Kleen Corporation
SJT	-	San Juan Basin Royalty Trust Units of Beneficial Interest
SAR	-	Santa Anita Realty Enterprises, Incorporated
SVB\$A	-	Savin Corp. - Series A \$1.50 Cumulative Convertible Preferred
SCR\$B	-	Sea Container Ltd. \$2.10 Preferred
SCR\$C	-	Sea Container Ltd. \$2.10 Series 1982
SGO	-	Seagull Energy Corporation
SEE	-	Sealed Air Corporation
SGN\$A	-	Signal Company - 8.25% Convertible Preferred A
SOR	-	Source Capital, Inc.
SOR\$	-	Source Capital, Inc. \$2.40 Preferred
SM\$D	-	Southmark Corporation Adjustable Rate Series D Preferred
SWX	-	Southwest Gas Corporation
SWN	-	Southwestern Energy Company
SUL	-	Sullair Corporation
SU	-	Sun Banks, Inc.
SYM	-	Syms Corporation
TDK	-	TDK Corporation ADR
TBO	-	Tacoma Boatbuilding Company
TLR	-	Telerate Corporation
TGT\$E	-	Tenneco, Inc. - \$11.00 Cumulative Preferred
TXA	-	Texas American Bancshares, Incorporated
TET\$A	-	Texas Eastern Transmission Preferred A
THK\$	-	Thackeray Corp. \$4.15 Preferred
TMO	-	Thermo Electron Corporation
TM	-	Thompson Medical Company, Inc.

NEW YORK STOCK EXCHANGE SECURITIES (Continued)

TCX	-	Ti-Caro, Inc.
TIX	-	Timeplex, Inc.
TED\$G	-	Toledo Edison Company - \$4.28 Cumulative Preferred
TED\$M	-	Toledo Edison Company - \$3.47 Preferred
TMK	-	Torchmark Corporation
TOS	-	Tosco Corporation
TOW	-	Towle Manufacturing Company
TOW\$A	-	Towle Manufacturing Company - Preferred A
TOY	-	Toys "R" Us, Inc.
TWA	-	Trans World Airlines Inc.
TWA\$	-	Trans World Airlines, Inc. \$2.25 Preferred
TWA\$B	-	Trans World Airlines Inc. B Preferred
TW.A	-	Trans World Corporation - 1987 Warrants
TW.W	-	Trans World Corporation - Warrants
E\$	-	Transco Energy Company, Inc. \$3.875 Cumulative Convertible Preferred
EXP	-	Transco Exploration Partners Limited Depository Units
TCT	-	Tricentrol, Ltd.
OIL	-	Triton Energy Corporation
UAL\$B	-	UAL, Inc. \$2.40 Cumulative Convertible Preferred
UEP\$M	-	Union Electric Company Preferred M \$4.00 Series 1982
UEP\$N	-	Union Electric Company \$2.98 Preferred
UCT	-	United Cable TV Corporation
UDE	-	United Drilling and Exploration Company
UIL\$B	-	United Illuminating Company - 15.88% Preferred 1980
UIL\$C	-	United Illuminating Company - 16% Preferred 1980
USH\$C	-	USLIFE Corporation - \$3.33 Series C Cumulative Preferred
USH\$D	-	USLIFE Corporation - \$2.25 Preferred Class D
X\$	-	U.S. Steel Corporation Adjustable Preferred
X\$B	-	U.S. Steel Corporation \$12.75 Convertible Preferred
X\$C	-	U.S. Steel Corporation \$2.25 Convertible Exchangeable Preferred
UTP\$I	-	Utah Power and Light Company - \$2.36 Cumulative Preferred Series I
UTP\$J	-	Utah Power and Light Company - \$2.90 Cumulative Preferred Series J
VLO	-	Valero Energy Corporation
VLO\$	-	Valero Energy Corporation Depository Preferred
VRC	-	Varco International, Inc.
VRC\$A	-	Varco International, Inc. \$2.00 Convertible Preferred A
WFC\$A	-	Wells Fargo and Company Adjustable Rate Preferred A
WEN	-	Wendy's International, Incorporated
WST	-	West Company, Incorporated
WAL.W	-	Western Air Lines 1993 Warrants
WSN\$A	-	Western Company N.A. \$7.25 Cumulative Preferred A
WY\$A	-	Weyerhaeuser Company \$4.50 Preferred Series A
WMS	-	Williams Electronics, Inc.

AMERICAN STOCK EXCHANGE SECURITIES
ELIGIBLE FOR OFF-BOARD TRADING UNDER RULE 19C-3

October 3, 1983

APH	-	AIC Photo, Incorporated
ATN.W	-	Acton Corporation - 1986 Warrants
AE	-	Adams Resources and Energy, Incorporated
AEX	-	Air Express International
AXO	-	Alamco, Inc.
AOC	-	Altex Oil Corporation
AOC.W	-	Altex Oil Corporation - Warrants
AMY	-	Amedco, Incorporated
AXP.W	-	American Express Company - Warrants
AWC	-	American Well Servicing
AIS.A	-	Ampal American Israel Class A
AMQ	-	Amquest Corporation
AJ	-	Anderson Jacobson, Incorporated
ATM	-	Anthem Electronics, Inc.
ARG	-	Argo Petroleum Corporation
ADC	-	Astro Drilling Company
AVL	-	Atlas Van Lines
BDM	-	BDM International, Inc.
BSN	-	BSN Corporation
BTK	-	BTK Industries, Inc.
BLY.W	-	Bally Manufacturing - Warrants
BB	-	Bank Building Equipment Company of America
BOC	-	Beard Oil Company
BCS	-	Beefsteak Charlie's, Inc.
BHI	-	Beehive International Limited
BTN	-	Beltran Corporation
BTN.W	-	Beltran Corporation - Warrants
BYI	-	Berry Industries Corporation
BRL	-	Bilrite Corporation (The)
BIO.A	-	Bio-Rad Laboratories, Incorporated - Class A
BIO.B	-	Bio-Rad Laboratories, Incorporated - Class B
BLK	-	Blocker Energy Corporation
BLR	-	Bolar Pharmaceutical Company Incorporated
BWL	-	Bowl America, Incorporated
BKN	-	Buckhorn, Incorporated
BKN\$A	-	Buckhorn, Incorporated - Series A Preferred
CT	-	California Real Estate Trust - Shares of Beneficial Interest
CPP	-	Calprop Corporation
CAP	-	Campenelli Industries, Incorporated
CDG	-	Canandaigua Wine Company, Inc.
TVL	-	Cardillo Travel System, Incorporated
KRE.A	-	Care Corporation Class A
KRE.B	-	Care Corporation Class B
CSE	-	Castle Industries, Inc.
CJN	-	Ceasars N.J., Incorporated
CEG\$	-	Centennial Group, Incorporated Preferred
CH	-	Champion Products, Incorporated
CMD.A	-	Charter Medical - Class A

AMERICAN STOCK EXCHANGE SECURITIES (Continued)

CGN	-	Cognitronics Corporation
CCS	-	Computer Consoles, Incorporated
CFA	-	Computer Factory (The)
CQX	-	Conquest Exploration Company
CQX.W	-	Conquest Exploration Company - Warrants
CGS.W	-	Consolidated Oil and Gas - Warrants
CDN	-	Coradian Corporation
CCR	-	Countrywide Credit Industry, Inc.
CAI	-	Continental Airlines Corporation
CAI\$	-	Continental Airlines Corporation Convertible Preferred
CE	-	Crawford Energy, Incorporated
CNP.A	-	Crown Central Petroleum - Class A
CNP.B	-	Crown Central Petroleum - Class B
DLE	-	Dale Electronics, Inc.
DAM.W	-	Damson Oil Corporation - Warrants
DAM.Z	-	Damson Oil Corporation 1985 Warrants
DTM	-	Dataram Corporation
DVL	-	Del Val Financial Corporation
DMD	-	Delmed, Incorporated
DSG	-	Designatronics, Inc.
DRC.A	-	Diagnostic Retrieval Systems, Inc. Class A
DRC.B	-	Diagnostic Retrieval Systems, Inc. Class B
DBH	-	Diamond Bathurst, Inc.
DXC	-	Dixico, Incorporated
DGS	-	Dorchester Gas Corporation
DBC	-	Dougherty Brothers Company
DRL	-	Drillers, Incorporated
DCO	-	Ducommun, Incorporated
ESG	-	Electrosound Group, Incorporated
ELS	-	Elsinore Corporation
EMP	-	Empire of Carolina, Incorporated
EMC	-	Energy Management Corporation
EM	-	Energy Minerals Corporation
ESV	-	Energerv Products, Inc.
ERC	-	Evaluation Research Corporation
EJ.A	-	Everest Jennings International Class A
EJ.B	-	Everest Jennings International Class B
ESI	-	Exploration Surveys, Incorporated Class A
ESR\$	-	Enstar Indonesia Inc. Non-Voting Preferred
FAR	-	First Arkansas Bankstock Corporation
FBF	-	First Banker Corporation of Florida
FHO	-	Frederick's of Hollywood, Inc.
FEI	-	Frequency Electronics, Incorporated
GCE	-	GNC Energy Corporation
GOX	-	Galaxy Oil Company
GSC	-	Gelman Sciences, Incorporated
GDF	-	General Defense Corporation
GNL	-	Gemco National, Inc.
GDM\$	-	Goldome National Corporation Cumulative Preferred
GTR.R	-	Gould Investors Trust Shares of Beneficial Interest - Rights
GTX	-	Grant Industries, Incorporated
GTX.W	-	Grant Industries, Incorporated - Warrants

AMERICAN STOCK EXCHANGE SECURITIES (Continued)

GB	-	Guarantee Bancorp, Inc.
HZR	-	Heizer Corporation
HLP	-	Health Extension Services, Inc.
HDR	-	Heldor Industries, Incorporated
H	-	Helm Resources, Inc.
HND	-	Hinderliter Industries, Inc.
HOR.W	-	Horn & Hardart 1987 Warrants
HO	-	Houston Oil Trust Units of Beneficial Interest
HOV	-	Hovnanian Enterprises, Inc.
HUN	-	Hunt Manufacturing Company
ICO	-	ICO, Incorporated
IEI	-	Integrated Energy, Inc.
IC	-	Interecole, Inc.
PWR	-	International Power Machine Corporation
IDC	-	Intertec Data Systems Corporation
KTN	-	Kentron International, Inc.
KPH	-	Key Pharmaceuticals
KDE.W	-	Kiddie, Inc. - Warrants
KNO	-	Knogo Corporation
KNL	-	Knoll International Inc.
KGR	-	Koger Company
LAS	-	Laser Industries Limited ORD
LKI	-	Lazare Kaplan International
LFA	-	Littlefield, Adams and Company
LUM	-	Lumex, Inc.
LUR	-	Luria (L.) and Sons, Incorporated
MCR	-	MCO Resources, Incorporated
MOG.A	-	MOOG, Incorporated - Class A
MSI	-	MSI Data Corporation
MSR	-	MSR Exploration Ltd.
MKP	-	Mark Products, Incorporated
MEP	-	May Energy Partners Ltd.
MFL	-	Mayflower Corporation
ME	-	McDowell Enterprises, Incorporated
MRI.A	-	McRae Industries, Inc. Class A
MRI.B	-	McRae Industries, Inc. Class B
MED	-	Mediq, Inc.
MAM	-	Mid-America Industries, Incorporated
MNE	-	Monument Energy Service, Inc.
MR	-	Mortronics, Inc.
MTN	-	Mountain Medical Equipment, Incorporated
MAC	-	Muse Air Corporation
MYE	-	Myers Industries, Inc.
NAN	-	Nantucket Industries, Inc.
NLG	-	National Gas and Oil Company
NPT	-	Newport Electric Corporation
OLS	-	Olsten Corporation (The)
ORR	-	Orrox Corporation
PCG\$F	-	Pacific Gas and Electric 17 3/8% Redeemable 1st Preferred
PCG\$Y	-	Pacific Gas and Electric 12.80% Preferred
PCG\$Z	-	Pacific Gas and Electric 16.24% Preferred
PGE	-	Page Petroleum Limited

AMERICAN STOCK EXCHANGE SECURITIES (Continued)

PYF	-	Pay-Fone Systems, Incorporated
PNR	-	Peninsula Resource Corporation
PNL	-	Penril Corporation
PTL\$A	-	Petro Lewis Corporation - \$1.65 Cumulative Preferred
PTL\$B	-	Petro Lewis Corporation - \$2.28 Cumulative Preferred
PTL.W	-	Petro Lewis Corporation - Warrants
PPI	-	Pico Products Incorporated
PIP	-	Postal Instant Press
PER	-	Pope Evans Robbins, Incorporated
PSI	-	Porta System, Incorporated
POW	-	Power Test Corporation
PRL	-	Premier Resources Limited
PRS	-	Presidio Oil Company
PRB	-	Provident Bancorp
PSD\$E	-	Puget Sound Power and Light Company \$4.375 Cumulative Preferred
RAC	-	RAI Research Corporation
RMS	-	RMS Electronics, Inc.
RDE	-	Ratliff Drilling & Exploration Company
RAV	-	Raven Industries, Incorporated
RI	-	Refinemet International
RT.W	-	Resorts International - Warrants
RTM	-	Richmond Tank Car Company
RTM\$	-	Richmond Tank Car Company - Preferred
RGD	-	Rio Grande Drilling Company
RYK	-	Rykoff (S.E) Company
RYL	-	Ryland Group, Incorporated
SAG	-	Sage Energy Company
SDO\$J	-	San Diego Gas and Electric Company \$4.65 Preferred
SAU.A	-	Saunders Leasing Systems - Class A
SS	-	Schwab Safe Company, Incorporated
SEI	-	Seis Pros, Incorporated
SDL	-	Seiscom Delta, Incorporated
SMC.B	-	Smith (A.O.) Corporation Class B
SOI	-	Snyder Oil Partners Units of Limited Partnership Interest
SSI	-	Solid State Science, Incorporated
SDR	-	South Texas Drilling & Exploration, Incorporated
SCE\$O	-	Southern California Edison Company - 8.50% Cumulative Preferred
SCE\$P	-	Southern California Edison Company - Cumulative Preferred 12% Series
SM.W	-	Southmark Corporation - Warrants Class C
SPM	-	Sparkman Energy Corporation
SPM\$	-	Sparkman Energy Corporation Convertible Preferred
SHV	-	Standard Havens, Inc. Class A
SHV.W	-	Standard Havens, Inc. Warrants
SHV.Z	-	Standard Havens, Inc. Warrants When Issued
SEP	-	Statex Petroleum, Incorporated
SSW	-	Sterling Software, Inc.
SEQ	-	Storage Equities, Inc.
SUM	-	Summit Energy
SUM\$	-	Summit Energy \$1.80 Preferred
SI	-	Superior Care, Incorporated
SFT	-	Swift Independent Corporation
SEM	-	System Engineering and Manufacturing Company

AMERICAN STOCK EXCHANGE SECURITIES (Continued)

TBR	-	T-Bar, Incorporated
TIE	-	TIE/Communications, Incorporated
TI	-	TII Industries, Incorporated
TSS.V	-	TSS Seedmans Inc. - When Issued
TCH	-	Techamerica Group, Incorporated
TCM	-	Technicom International, Inc.
TCC	-	Teleconcepts Corporation
TDS	-	Telephone and Data System, Inc.
TSP	-	Telesphere International, Inc.
TXC	-	Texaco Canada, Incorporated
TAE	-	Texas American Energy Corporation
RES	-	Texas General Resources, Incorporated
RES.A	-	Texas General Resources, Incorporated - New Warrants 1986 11 1/4%
RES.B	-	Texas General Resources, Incorporated - Old Warrants 11%
TXS	-	Texscan Corporation
TRX	-	Timber Realization Depository Receipts
TTL	-	Torotel, Inc.
TPN\$	-	Total Petroleum of North America - \$2.88 Preferred
TPN.W	-	Total Petroleum of North America - 1986 Warrants
TOP	-	Towner Petroleum Company
TOP.W	-	Towner Petroleum Company - Warrants
TOC.W	-	Transcontinental Energy Corporation - Warrants
TT	-	Trans Technology Corporation
TTX	-	Tultex Corporation
TYL.W	-	Tyler Corporation - Warrants
TCL.V	-	TRT Communications Inc. - When Issued
ULT	-	Ultimate Corporation
UM	-	United Medical Corporation
UNV	-	United Video, Inc.
UCS	-	Universal Communication Systems, Inc.
VR	-	Valley Resources, Incorporated
VRB	-	Verbatim Corporation
VRE	-	Vermont Research Corporation
VNA	-	Verna Corporation
VII	-	Vicon Industries, Incorporated
VIC	-	Virginia International Company
VSA	-	Visa Energy Corporation
WBR	-	Walbar, Incorporated
WCL.W	-	Warner Communication - Warrants
WII	-	Weatherford International, Incorporated
WER	-	Webcor Electronics Inc.
WLD	-	Weldatron Corporation
WGA	-	Wells Gardner Electronics Corporation
WP	-	Wespercorp
WBC	-	Westbridge Capital Corporation
WEI	-	Wherehouse Entertainment Corp.
WWE	-	Worldwide Energy Corporation
YNK	-	Yankee Oil and Gas, Inc.

PACIFIC STOCK EXCHANGE SECURITIES
ELIGIBLE FOR OFF-BOARD TRADING UNDER RULE 19C-3

October 3, 1983

ALK\$ - Alaska Airlines, Inc. - \$2.77 Preferred
AFI\$H - American Financial Corporation - Series H \$3.95 Nonvoting Preferred
AFI\$G - American Financial Corporation - Nonvoting Cumulative Preferred
Series G
HWK - Hardwicke Companies, Incorporated
OKC - OKC Limited Partnership
PRB - Provident Bancorp, Incorporated
SSR - Southwest Realty Limited
SSR.W - Southwest Realty Limited - 3/1/84 Warrants
SYN\$B - Syntex Corporation - Class B - Preferred

PHILADELPHIA STOCK EXCHANGE SECURITIES
ELIGIBLE FOR OFF-BOARD TRADING UNDER RULE 19C-3

October 3, 1983

UHC - Universal Holding Corporation