FOR FURTHER INFORMATION CONTACT: FTC/C, E. Perry Johnson, Washington, D.C. 20580. (202) 523–3601.

SUPPLEMENTARY INFORMATION: In the Matter of E. I. du Pont de Nemours & Co., a corporation.

(Sec. 6, 38 Stat. 721; (15 U.S.C. 46). Interprets or applies sec. 5, 38 Stat. 719, as amended; (15 U.S.C. 45))

The final order is as follows:

This matter has been heard by the Commission upon the appeal of complaint counsel from the initial decision and upon briefs and oral argument in support of and in opposition to the appeal. For the reasons stated in the accompanying Opinion, the Commission has determined to sustain the initial decision. Complaint counsel's appeal is denied. Accordingly,

It is ordered, That the complaint is dismissed.

By direction of the Commission.

Loretta Johnson,

Acting Secretary.

[FR Doc. 80–38365 Filed 12–10–80; 8:45 am]

BILLING CODE 6750–01–M

SECURITIES AND EXCHANGE COMMISSION

17 CFR Part 240

[Release Nos. 33–6268; 34–17353; and IC–11475]

Filing and Disclosure Requirements Relating to Beneficial Ownership

AGENCY: Securities and Exchange Commission.

ACTION: Final rule.

SUMMARY: The Commission announces the adoption of an amendment to Rule 13d–2(a) pertaining to the requirements for the filing of amendments to Schedule 13D. Schedule 13D specifies the information required to be included in reports of beneficial ownership filed pursuant to Rule 13d–1(a). This amendment removes the availability of an exception to the requirement for filing an amendment under Rule 13d–2(a), which provided that an amendment would not be required if the acquisition of shares of a class, together with all other acquisitions during the preceding twelve months, did not exceed two percent of that class. This is necessary to close a disclosure gap in the beneficial ownership reporting requirements.

EFFECTIVE DATE: January 12, 1981.

FOR FURTHER INFORMATION CONTACT: Prior to the effective date of the rule contact W. Scott Cooper (202–272–2589), Office of Disclosure Policy; thereafter, contact Joseph G. Connolly, Jr. (202–272–3097) or David B. Myatt (202–272–2707), Office of Tender Offers, Division of Corporation Finance, Securities and Exchange Commission, 500 North Capitol Street, NW., Washington, D.C. 20549.

SUPPLEMENTARY INFORMATION: The Securities and Exchange Commission today announced the adoption of an amendment to Rule 13d–2(a) (17 CFR 240.13d–2(a) under the Securities Exchange Act of 1934 (the "Exchange Act") (15 U.S.C. 78a et seq. (1976 and Supp. I 1977)). Rule 13d–2(a) sets forth the requirements for the filing of amendments to reports of beneficial ownership filed on Schedule 13D (17 CFR 240.13d–101). This amendment of Rule 13d–2(a) removes the availability of an exception to requirements for the filing of amendments previously available for an acquisition which, when taken together with all other acquisitions during the preceding twelve months, did not exceed two percent of the class. This action is a result, in part, of the Commission's ongoing examination of the beneficial ownership reporting requirements which was conducted in connection with the Commission's report to Congress pursuant to Section 13(h) of the Exchange Act.[1]

The amendment of Rule 13d–2(a) is based on the proposal as published for comment on April 16, 1980,[2] the comment received and the Commission's experience.

I. Background

As part of the Williams Act,[3] Pub. L. No. 90–439, 82 Stat. 454 (1968), Congress added Section 13(d) to the Exchange Act. Generally, Section 13(d)(1) and Rule 13d–1(a) (17 CFR 240.13d–1(a)) adopted thereunder require a report by any person (or group of persons) who, as a result of an acquisition, becomes the beneficial owner of more than five percent of certain classes of equity securities of certain issuers. The report, which is to be filed with the Commission, sent to the issuer and sent to any national securities exchange where the security is traded, is required to contain, among other things, information concerning the acquiring person, the nature of the beneficial ownership disclosed, the source and amount of funds used in the acquisition, the number of shares beneficially owned and any contracts or understandings with respect to any securities of the subject company.[4] The legislative history of that section indicates that it was intended to provide information to the public and the affected issuer about rapid accumulations of its equity securities by persons who would then have the potential to change or influence control of the issuer.[5]

Section 13(d)(2) of the Exchange Act provides that if a material change occurs in the information set forth in the report, an amendment shall be filed with the Commission and sent to the issuer and to any exchange in accordance with such rules and regulations as the Commission may prescribe. Rule 13d–2 (17 CFR 240.13d–2) as originally adopted implemented the authority under Section 13(d)(2) by merely re-stating the statutory requirements. In 1978, Rule 13d–2 was amended by Release No. 34–14692, April 21, 1978 (43 FR 18484), which established Regulation 13D–G and new Rule 13d–2 for the filing of amendments to Schedule 13D and Schedule 13G (17 CFR 240.13d–102). Rule 13d–2(a) provides that if a material change occurs in the information set forth in a statement required in Rule 13d–1(a), including but not limited to an increase or decrease in the percentage of the class beneficially owned, the person who was required to report shall file and send an amendment disclosing the changes. Under Rule 13d–2(a), an acquisition or disposition of beneficial ownership of securities in an amount equal to one percent of more of the class of securities is deemed to be "material" for the purposes of this rule, but acquisitions or dispositions of less than such amount may be material, depending upon the facts and circumstances. The next-to-last sentence of Rule 13d–2(a) provides, however, that the requirement that an amendment be filed with respect to an acquisition which materially increases the percentage of the class beneficially owned shall not apply if such acquisition is exempted by Section 13(d)(6)(B) of the Exchange Act.

New Rule 13d–2(a) reversed and at the same time incorporated certain interpretive positions taken by the staff of the Commission. First, the Commission reversed a position previously taken whereby each acquisition made after the five percent

[1] The report of the Commission pursuant to Section 13(h) was submitted to Congress on June 27, 1980.

[2] Release No. 34–16748 (45 FR 27781).

[3] Sections 13(d), 13(e), 14(d), 14(e), and 14(f) of the Exchange Act.

[4] The specific disclosure requirements are set forth in Schedule 13D.

[5] S. Rep. No. 550, 90th Cong., 1st Sess. 7 (1967); H.R. Rep. No. 1711, 90th Cong., 2d Sess. 8 (1968); *see also* Hearings on S. 510. Before the Subcomm. on Securities of the Senate Comm. on Banking and Currency, 90th Cong., 1st Sess. (1967).

threshold was exceeded, no matter how small, was viewed as triggering a new filing requirement under Section 13(d)(1) to be satisfied by the filing of an original Schedule 13D.[6] The position was reversed because the Commission believed that the burden of filing a Schedule 13D is not justified with respect to the acquisition or disposition of an immaterial amount of stock.[7] Second, prior interpretative positions were incorporated and made clear by including in Rule 13d–2(a) the provisions which excepted less than two percent acquisitions from the amendment requirements pursuant to Section 13(d)(6)(B).[8]

Section 13(d)(6)(B) states that the provisions of Section 13(d) shall not apply to any acquisition of the beneficial ownership of a security which, together with all other acquisitions by the same person of the securities of the same class during the preceding twelve months, does not exceed 2 percent of that class. This exemption is based on the belief that slow acquisitions totalling less than two percent within a twelve month period are unlikely to affect control.[9] This exemption operates on a rolling twelve-month basis, that is, for any acquisition to be exempt under Section 13(d)(6)(B) from the reporting obligation, it must, when taken together with all other acquisitions of beneficial ownership by the same person of securities of the same class during the preceding twelve months, not exceed two percent of the class.

II. Discussion

Of the six comment letters [10] received, three commentators agreed with the Commission's belief that acquisitions of less than two percent may be material and, if so, an amendment of the previously filed Schedule 13D should be required. Two of these commentators suggested that the Commission take additional steps in connection with the alteration of the requirements for the filing of amendments to Schedule 13D. One suggestion was that the Commission add a note to Rule 13d–2(a) that would indicate that in the opinion of the Commission the exemption in Section 13(d)(6)(B) of the Exchange Act does not apply to the amendment requirements. This suggestion was based upon a concern that the differences in requirements between Section 13(d)(6)(B) and the rule as amended may be a source of confusion in the future. The other suggestion was to limit the effect of the amendment by revising the rule to require an amendment for an acquisition of one percent or more only if either (1) such acquisition, when coupled with acquisitions during the preceding twelve months, exceeds two percent of the class or (2) such acquisition is otherwise material under all facts and circumstances.

Two commentators opposed the elimination of this provision from Rule 13d–2(a). Their opposition was based on the view that the legislative history and the statutory language indicates that Section 13(d)(6)(B) applies to Section 13(d)(2) and the rules adopted thereunder. Moreover, these commentators questioned whether the Commission could utilize Section 13(g) to accomplish this amendment, and one commentator suggested that the Commission request additional legislation to close this gap.

The Commission believes, however, that Section 13(d)(6)(B) does not apply to the amendment requirements of Section 13(d)(2), and that the exemption under 13(d)(6)(B) conflicts with the requirement under Section 13(d)(2) for an amendment if a material change occurs within the facts set forth in a report filed under Section 13(d). Thus, the Commission believes it is no longer appropriate to interpret Section 13(d)(6)(B) as creating an exemption from Section 13(d)(2). Section 13(d)(2) imposes additional obligations on a person who is already within the beneficial ownership reporting system under Section 13(d). Section 13(d)(6)(B), by its terms, exempts from the beneficial ownership reporting system any person whose acquisitions are covered by its provisions. The contradication in these provisions lies in the fact that even though a person already within the reporting system has an obligation to amend a statement pursuant to Section 13(d)(2), Section 13(d)(6)(B) would exempt those additional acquisitions from the reporting system. However, the apparent contradiction can be resolved by resort to the legislative history of the Williams Act. The section-by-section summaries of the Williams Act in both House and Senate Reports state that the exemption presently found in Section 13(d)(6)(B) was to be from the filing requirements of Section 13(d)(1), and no mention is made of the amendment provisions of Section 13(d)(2).[11]

In addition, this interpretation comports with the Congressional purpose behind the statutory requirements. Section 13(d) was enacted to require disclosure of information by persons who have acquired a substantial interest, or increased their interest in the equity securities of a company by a substantial amount, within a relatively short period of time.[12] The focus was on the potential to influence control of the company by the acquisition of an equity interest of more than 5 percent of the company.[13] The two percent exemption in Section 13(d)(6)(B) provides definition to what would not be considered a rapid accumulation of an interest in the company. The two percent exemption should therefore not apply to amendments, because by acquiring five percent beneficial ownership the person has already acquired an interest in the company which has the potential to influence control of the company.[14] Moreover, an exception in the amendment requirements for acquisitions of less than two percent would have the effect of masking an acquisition which may indeed be material and important to the market, the company and its shareholders.[15]

Furthermore, the provision as it now stands creates an inappropriate gap in the comprehensive disclosure system of beneficial ownership. An acquisition of less than 2 percent during succeeding twelve month periods for a number of years could substantially increase the ownership of a particular person

[6] No-action letters: Gerald F. Fisher, Swiss Re Holding (North America) Inc., dated August 26, 1976; James E. Christensen of Law, Weathers, Richardson & Dutcher, dated January 13, 1976; and Wilbur C. Leonard, Esq., dated March 12, 1973.

[7] Release No. 34–14692, *supra*.

[8] No-action letter: James E. Christensen of Law, Weathers, Richardson & Dutcher, dated January 13, 1976.

[9] Comment, *Section 13(d) and Disclosure of Corporate Equity Ownership*, 119 U. Pa. L. Rev. 853, 865 (1971).

[10] One of the six commentators submitted a letter which argued against a change in the amendment requirements of Schedule 13G, which was not the subject of this rulemaking proceeding.

[11] H.R. Rep. No. 1711, 90th Cong., 2nd Sess., 9 (1968). S. Rep. No. 550, 90th Cong., 1st Sess. 8 (1967). This treatment of Section 13(d)(6)(B) must be compared with the treatment in the legislative history of the comparable exemption to Section 14(d). The same Senate and House reports, listed above, stated in the section-by-section summaries that Section 14(d)(8)(A) provides an exemption from all of Section 14(d).

[12] H.R. Rep. No. 1711, *supra*, at 8. S. Rep. No. 550, *supra*, at 7.

[13] Comment, *Section 13(d) and Disclosure of Corporate Equity Ownership*, *supra*, at 858.

[14] The lowering of the reporting threshold from ten to five percent for Section 13(d) was justified on the grounds that an investment of between five and ten percent of the securities of a company can have a significant impact on the public market for that company's stock, and shareholders are entitled to full disclosure when over five percent of the company's stock has been acquired. S. Rep. 91–1125, 91st Cong., 2d. Sess. 3 (1970).

[15] For example, an acquisition of 0.5% of the securities of a company within a twelve month period which increases the beneficial ownership of a particular person from 49.9% to 50.4% while presently excepted from disclosure would be a material event.

without a requirement for disclosure of that increased ownership. This result is contrary to the intent of Congress as evidenced by the enactment of Section 13(g) of the Exchange Act in 1977 [16] which was designed to close inappropriate and anomalous gaps in the legislative scheme of disclosure under the Exchange Act and result in across-the-board disclosure essential to a cohesive and comprehensive reporting system.[17] The exemptions or gaps that Section 13(g) was to delete in the development of a comprehensive disclosure system were primarily those exemptions from Section 13(d) for persons who had acquired their interests before 1970 and persons who had acquired an interest of more than five percent through acquisitions of less than two percent within any twelve month period. In the Commission's view, it is anomalous to require material amendments from persons whose acquisitions were deemed to be unlikely to affect control [18] and at the same time to except from the reporting requirements information concerning acquisitions of a similar size by persons whose ownership has already reached a level which has the potential to influence control of the issuer.

The Commission believes that Sections 13(g)(1)(B) and 13(g)(2) of the Exchange Act provide a separate and independent basis of authority to require the reporting of any increase in ownership, whether above or below the two percent level. Section 13(g) was enacted to supplement the statutory scheme by providing legislative authority for certain additional disclosure requirements that in some cases could not be imposed administratively.[19] The broad authority under Section 13(g) was to be implemented by requiring a short statement detailing relevant ownership information [20] without extensive historical ownership and transaction information.[21] Under Section 13(g), the Commission has the authority to specify the frequency of reports and the events which trigger reporting. The results of the enactment of Section 13(g) was intended to be across-the-board disclosure esstential ot a cohesive and comprehensive reporting system.[22] Thus, the Commission believes that Section 13(g) would provide authority to require the reporting of an increase in beneficial ownership, which would currently be exempted from the amendment requirements under Rule 13d–2(a), at whatever frequency and upon whatever events the Commission would deem necessary and appropriate. Consistent, however, with the direction in Section 13(g)(5),[23] the Commission believes that it is more appropriate to require this reporting by amendment to Schedule 13D rather than on Schedule 13G, because this approach will foster the development of a comprehensive reporting system while avoiding duplicative reporting requirements.[24]

Under this amendment to Rule 13d–2(a), the requirement to amend Schedule 13D will be governed by the materiality standards for acquisitions or dispositions set forth in Rule 13d–2(a). Thus, an acquisition or disposition of more than one percent will be presumed to be material and an amendment will be required to be filed promptly. Moreover, an acquisition or disposition of less than one percent, depending upon the facts and circumstances, may be deemed to be material. In contrast to the previous interpretative position incorporated into the present Rule 13d–2(a), the exemption under Section 13(d)(6)(B) would not apply to the amendment requirements.

[16] Sections 13(g) was added to the Exchange Act by the Domestic and Foreign Investment Improved Disclosure Act of 1977, Pub. L. No. 95–213, § 203, 91 Stat. 1499. Section 13(g)(1) requires any person owning beneficially more than five percent of Section 13(d) securities to file with the Commission a short statement detailing relevant ownership information and to transmit such ownership statement to the issuer.

[17] S. Rep. No. 95–114, 95th Cong., 1st Sess. 6 (1977).

[18] Section 13(g)(2) governs amendments to reports filed under Section 13(g) and is substantially the same as Section 13(d)(2), but Section 13(g) has no provision analogous to Section 13(d)(6)(B). Rule 13d–2(b) (17 CFR 240.13d–2(b)) adopted under Section 13(g)(2) requires an annual amendment to Schedule 13G and has no exception for acquisitions exempted by Section 13(d)(6)(B).

[19] S. Rep. No. 114, 95th Cong., 1st Sess. 13 (1977).

[20] *Id.*

[21] H.R. Rep. No. 95–831, 95th Cong., 1st Sess. 14 (1977); 123 Cong. Rec. S14902 (daily ed. December 6, 1977) (remarks of Senator Tower).

[22] 123 Cong. Rec. S19400 (daily ed. December 6, 1977) (remarks of Senator Williams).

[23] Section 13(g)(5) directs the Commission in exercising its authority under Section 13(g) to take such steps as it deems necessary or appropriate in the public interest or for the protection of investors to avoid unnecessarily duplicative reporting by and minimize the compliance burdens on persons required to report.

[24] It should be noted that an amendment to a statement filed on Schedule 13D is required to be filed promptly after the event which triggers the amendment requirement, but initial statements or amendments to a statement filed on Schedule 13G are required to be filed within 45 days of the end of the calendar year. As a result of requiring the reporting of the information currently excepted by the provisions of Rule 13d–2(a) as an amendment to a statement filed on Schedule 13D, the frequency of the amendments will be greater than would have been required if the provisions for the reporting of this information had become part of the rules as currently adopted by the Commission for the filing of statements on Schedule 13G. The Commission believes that this differing treatment is appropriate, because the persons who would be subject to reporting under this change in the amendment requirements have acquired their substantial interest in the securities of the issuer within a relatively shorter period of time than persons who would be required to file on Schedule 13G pursuant to Rule 13d–1(c).

III. Text of Amendment

17 CFR Part 240 is amended by amending paragraph (a) of § 240.13d–2 as follows:

PART 240—RULES AND REGULATIONS UNDER THE SECURITIES EXCHANGE ACT OF 1934

§ 240.13d–2 Filing of Amendments to Schedules 13d or 13g.

(a) Schedule 13D—If any material change occurs in the facts set forth in the statement required by Rule 13d–1(a) (§ 240.13d–1(a)), including, but not limited to, any material increase or decrease in the percentage of the class beneficially owned, the person or persons who were required to file such statement shall promptly file or cause to be filed with the Commission and send or cause to be sent to the issuer at its principal executive office, by registered or certified mail, and to each exchange on which the security is traded an amendment disclosing such change. An acquisition or disposition of beneficial ownership of securities in an amount equal to one percent or more of the class of securities shall be deemed "material" for purposes of this rule; acquisitions or dispositions of less than such amounts may be material, depending upon the facts and circumstances. Six copies of each such amendment shall be filed with the Commission.

* * * * *

(Sec. 2, 82 Stat. 454; sec. 1, 84 Stat. 1497; secs. 202, 203, 91 Stat. 1494, 1498, 1499; (15 U.S.C. 78m(d), 78m(g)))

Statutory Authority

The Commission hereby amends Rule 13d–2(a) pursuant to Section 13(d) and Section 13(g) the Exchange Act.

By the Commission.

George A. Fitzsimmons,

Secretary.

December 4, 1980.

[FR Doc. 80-38538 Filed 12-10-80; 8:45 am]

BILLING CODE 8010-01-M

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17 CFR Part 241

[Release No. 34-17354]

Interpretative Release Relating to Beneficial Ownership Rules

AGENCY: Securities and Exchange Commission.

ACTION: Publication of staff interpretations.

SUMMARY: The Securities and Exchange Commission today authorized the issuance of this release reflecting the views of the Division of Corporation Finance (the "Division") with respect to the requirements for filing amendments to beneficial ownership reports on Schedule 13D or Schedule 13G. The Division's views relate to the information required to be presented on the cover pages of amendments to statements filed on these schedules. These views are being published in response to a number of requests for interpretive advice received by the Division and to ensure the accuracy of beneficial ownership information.

FOR FURTHER INFORMATION CONTACT: Persons with specific questions concerning the subject matter of this release or the beneficial ownership reporting requirements in general should contact Joseph G. Connolly, Jr., (202) 272-3097 or David B. Myatt (202) 272-2707, Office of Tender Offers, Division of Corporation Finance, Securities and Exchange Commission, Washington, D.C. 20549.

SUPPLEMENTARY INFORMATION: On January 5, 1979, the Commission issued Release No. 34-15461 (44 FR 2022), which announced the adoption of the final provisions in the development of the comprehensive beneficial ownership reporting requirements under Regulation 13D-G (17 CFR 240.13d-1 through 240.13d-102). This release amended the filing requirements under Regulation 13D-G to expand the cover pages for Schedule 13D (17 CFR 240.13d-101) and Schedule 13G (17 CFR 240.13d-102). The expanded cover pages were adopted to assist in the tabulation of beneficial ownership information and to foster the public availability of the information contained in the schedules. The amendments provided that the persons filing the schedules would abstract certain data from within the statements and include this information in the cover page. This abstracted information was required to facilitate the entry of such data into a computer system.

The Division often receives requests for interpretative advice as to the appropriate information to be included on a cover page of an amendment to a statement filed on Schedules 13D and 13G. Also, the Division has an interest in promoting the accuracy and completeness of the beneficial ownership information received by the Commission in order to develop a complete and accurate tabulation of beneficial ownership information. Therefore, the Division has requested that the Commission publish these views with respect to the information required to be included in cover pages for amendments.

The requirements for the filing of amendments to Schedule 13D or Schedule 13G are found in Rule 13d-2 (17 CFR 240.13d-2). In general, an amendment to a filing on Schedule 13D is required to be filed promptly if any material change [1] occurs in the facts set forth in the Schedule 13D, including, but not limited to, any material increase or decrease in the percentage of securities beneficially owned. Rule 13d-2(b) provides that if a person continues to meet the requirements for filing Schedule 13G, such person shall amend a statement filed on Schedule 13G within 45 days after the end of the calendar year to reflect, as of the end of the calendar year, any changes in the information reported in the previous filing on that schedule, or if there are no changes from the previous filing a signed statement to that effect under cover of Schedule 13G.

The Division often receives requests for interpretive advice concerning the proper documents to be filed in the amendment process, particularly in the period during which amendments are required for statements filed on Schedule 13G. The Division also has an interest in ensuring that amendments are properly filed, because the comprehensive tabulation of beneficial ownership cannot be kept accurate if amendments are improperly filed. Therefore, the Division is presenting its views as to the required procedures for filing amendments to statements filed on Schedule 13D or Schedule 13G, in order that the public may be made aware of the proper requirements and to ensure that the information in the comprehensive tabulation is accurate.

Each amendment filed with respect to a change in the information disclosed previously on the cover page for a statement filed on Schedule 13D or Schedule 13G must include a cover page which includes all required information.[2] This requirement is stated on the cover page of Schedule 13D and Schedule 13G.[3] The provisions with respect to the information required on a cover page differ from the Division's informal interpretative position as to the textual items of the schedules. With respect to the textual items, the Division's position is that only those items in which there has been a change in the disclosed information must be included in an amendment.

However, this distinction is necessary to provide for a complete and accurate tabulation of beneficial ownership information. An amendment is often filed to a Schedule 13D or Schedule 13G where a cover page has not been previously filed. In those cases, without the entire amount of information it is extremely difficult to input the abstracted data. Also, cover pages have been filed with minimal identifying information and, as a result, it is difficult to identify the person filing the amendment or the issuer of the securities which are the subject of the filing.

With respect to statements of no change filed on Schedule 13G, Rule 13d-2(b) requires a signed statement to that effect under cover of Schedule 13G. The Division believes that this requirement means that each signed statement of no change must be filed with a Schedule 13G cover page with sufficient information to identify the issuer, the class of securities and the reporting person. If a cover page has never been filed with respect to this security holding, the Division believes that a full cover page is required to be filed with a statement of no change.[4]

As indicated in the instructions to the cover page, reporting persons may comply with the cover page reporting requirements by filing completed copies of the blank forms available from the

[1] Rule 13d-2(a) states that an acquisition or disposition of beneficial ownership of securities in an amount equal to one percent or more shall be deemed "material" for the purposes of the rule; acquisitions or dispositions of less than such amounts may be material, depending on the facts and circumstances. Rule 13d-2(a) previously provided that this requirement would not apply if the acquisition when taken together with all other acquisitions within the preceding twelve months does not exceed two percent. The Commission has today deleted this later exception from Rule 13d-2(a), so that the requirement for amendments will be the one percent test or materiality based on the facts and circumstances (Release No. 34-17353, December 4, 1980).

[2] For statements filed on Schedule 13D, there has been confusion with respect to the proper information to be supplied on the line of the cover page requesting the date of the event which required the filing. With respect to a cover page of an amendment to a statement filed on Schedule 13D, the date should refer to the event which required the filing of the amendment and not the event which required the initial filing.

[3] A note at the bottom of the cover page indicates that the whole cover page must be completed for the initial filing and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

[4] In addition, the Division believes that this would be the procedure to be followed for those amendments to statements filed on Schedule 13D or possibly on Schedule 13G where there is no change to information abstracted on the cover page but where there is a change in information in the textual items of the schedule, *e.g.*, a change in the purpose of the transactions or a change in the persons who control the reporting person.

Commission, printed or typed facsimiles, or computer printed facsimiles, provided the documents filed have identical formats to the forms prescribed in the Commission's regulations and meet existing Exchange Act rules as to such matters as clarity and size. Blank copies of the cover pages may be obtained from "Publications," Securities and Exchange Commission, 500 North Capitol Street, Washington, D.C. 20549, (202) 272–2559.

Accordingly, 17 CFR Part 241 is amended by adding this release thereto.

By the Commission.

George A. Fitzsimmons,

Secretary.

December 4, 1980.

[FR Doc. 80-38452 Filed 12-10-80; 8:45 am]

BILLING CODE 8010-01-M

DEPARTMENT OF STATE

22 CFR Part 41

Bureau of Consular Affairs, Exchange Visitor Programs; Transfer of Responsibility

AGENCY: Department of State.

ACTION: Final rule.

SUMMARY: Section 41.65 "Exchange visitors" is amended to reflect the transfer of the responsibility relating to the administration of Exchange Visitor Programs from the Secretary of State to the Director of the International Communication Agency.

EFFECTIVE DATE: December 11, 1980.

FOR FURTHER INFORMATION CONTACT: Cornelius D. Scully III, Director, Office of Legislation, Regulations and Advisory Assistance; Visa Services, Bureau of Consular Affairs, 202–632–1980.

SUPPLEMENTARY INFORMATION: On April 8, 1978, under President Carter's Reorganization Plan No. 2 of 1977 (42 FR 62461), the United States Information Agency and the Bureau of Educational and Cultural Affairs were consolidated into the new International Communication Agency. Prior to the reorganization plan, the provisions of § 41.65 authorized the Secretary of State to designate exchange visitor programs and, through publication of a public notice in the **Federal Register**, an exchange visitor skills list. That skills list contained a list of fields of specialized knowledge or skills and the names of countries in need of such qualified specialized knowledge or skills. To establish eligibility for exchange visitor status, a properly executed Form DSP–66 (Certificate of Eligibility for Exchange Visitor Status), revised and redesignated as Form IAP–66 by the International Communication Agency, was used by the Department. The jurisdiction for establishment of eligibility and for the publication of the skills list in the **Federal Register** was specifically transferred to the Director of the International Communication Agency under the 1977 reorganization. Compliance with section 553 of Title 5 of the United States Code relating to Notice of Proposed Rulemaking and delayed effective date is unnecessary in this instance because the amendments conform with agency management and organization.

§ 41.65 [Amended]

1. In § 41.65(a)(1) the words "Department" and "DSP–66 (Certificate of Eligibility for Exchange Visitor Status;" are replaced by the words "International Communication Agency" and "IAP–66 (Certificate of Eligibility for Exchange Visitor (J–1) Status));" respectively.

§ 41.65 [Amended]

2. In § 41.65(b)(1)(ii) the words "Secretary of State" are replaced by the words "Director of the International Communication Agency".

§ 41.65 [Amended]

3. In the fourth line of § 41.65(b)(3), the reference to "§ 63.1 of this chapter" is changed to read "§ 514.1 of Chapter V".

(Sec. 104, 66 Stat. 174; (8 U.S.C. 1104, 1182(e), 1258); Reorganization Plan No. 2 of 1977; Executive Order 12048 of March 27, 1978)

Dated: November 13, 1980.

Diego C. Asencio,

Assistant Secretary for Consular Affairs.

[FR Doc. 80-38362 Filed 12-10-80; 8:45 am]

BILLING CODE 4710-06-M

DEPARTMENT OF THE INTERIOR

Bureau of Indian Affairs

25 CFR Part 233

San Carlos Indian Irrigation Project, Arizona; Revision of Power Rates

AGENCY: Bureau of Indian Affairs, Interior.

ACTION: Final rule.

SUMMARY: This action revises one of the three rate schedules which establish charges for electric power and energy provided by the San Carlos Indian Irrigation Project (Project). An analysis of the financial condition of the Power Division indicates that revenues derived from the sale of electrical energy are not sufficient to defray all expenses related to the operation of the Project's power system. The intended effect of this action is to adjust the general rate schedule (§ 233.52 Rate Schedule No. 2—General Rate) to more accurately reflect the apportioned cost of service and thereby increase operating revenues.

EFFECTIVE DATE: January 1, 1981.

FOR FURTHER INFORMATION CONTACT: Project Engineer, San Carlos Indian Irrigation Project, P.O. Box 456, Coolidge, Arizona 85228, Telephone (602) 723–5439.

SUPPLEMENTARY INFORMATION: Bureau policies and federal statutes which govern the conduct of the Project require that power rates be adjusted as appropriate to provide sufficient funds to meet the financial obligations of the Project. Present operating revenues of the Power Division are not sufficient to cover present operating expenses. To eliminate the deficit resulting therefrom and to allow for increased costs of labor, materials and equipment, the Project must, in addition to other measures, adjust power rates as appropriate to generate the required additional revenues. On October 1, 1980, the Bureau of Indian Affairs published in 45 FR 64960 a proposed rule to revise Part 233 to accomplish this objective. A total of two responses on the proposed rule were received within the time allotted for comments. Of these only one was considered substantive; it concerned the magnitude of rate increases in the past four years and the use of power revenues for the operation of Project irrigation pumps.

Prior to 1975, the Project retailed primarily low cost federal hydroelectric power. During 1975, a substantial portion of this hydroelectric power was withdrawn by the Secretary of the Interior; as a result the Project must now rely on steam power generated by public utilities. During the past five years the Project has been trying to start repaying the capital investment in the power system, as well as trying to keep abreast of rate increases imposed by the public utilities that provide steam power generated with expensive fossil fuel, to say the least of additional expenses due to increased costs of labor, materials and equipment. With respect to the second comment, past practice has been for the Project to furnish power for irrigation pumping as a part of the cost of operation and maintenance of the power system; consequently, power customers of the Project have been defraying this expense. This has been a subject of controversy since about 1935. A review of the Project's operating