

Security-Based Swaps as Securities: Request for Permanent Exemptions¹

Introduction

Effective July 16, 2011, the Dodd-Frank Act amended the definition of security for purposes of the Securities Act of 1933 (the “**1933 Act**”) and the Securities Exchange Act of 1934 (the “**1934 Act**”) to include security-based swaps (“**SBS**”). As a result, SBS became subject to the provisions of the 1933 and 1934 Acts, and the underlying rules that applied to securities before July 16, as well as the rules that applied to FINRA members. The Dodd-Frank Act also created an entirely new, comprehensive regulatory regime for SBS (such provisions of the Dodd-Frank Act, and the rules adopted thereunder, the “**SBS provisions**”). Although some of the SBS provisions became effective on July 16, the vast majority did not, either because they are subject to SEC rulemaking or were the subject of a temporary exemption by the SEC.

On July 1, the SEC temporarily exempted SBS from most of the pre-Dodd-Frank provisions, and FINRA similarly took action on July 14. These exemptions preserved the status quo while providing market participants and the SEC additional time to analyze the application of these provisions to SBS, and to consider whether permanent exemptive relief was needed.² The SEC’s temporary exemptions remain in effect until the compliance date for final rules defining “security-based swap” and “eligible contract participant” (“**ECP**”). FINRA’s temporary exemptions remain in effect until January 17, 2012, although FINRA intends its exemptions to be coterminous with the SEC’s exemptive relief.

In our June 10, 2011 letter to the SEC requesting relief from application of the pre-Dodd-Frank provisions and SBS provisions we stated that we would provide the SEC with specific requests for exemptions for SBS from the application of the

¹ This outline is submitted on behalf of The Securities Industry and Financial Markets Association (“**SIFMA**”). SIFMA brings together the shared interests of hundreds of securities firms, banks and asset managers. SIFMA's mission is to support a strong financial industry, investor opportunity, capital formation, job creation and economic growth, while building trust and confidence in the financial markets. SIFMA, with offices in New York and Washington, D.C., is the U.S. regional member of the Global Financial Markets Association (“**GFMA**”). For more information, visit <http://www.sifma.org>.

² SEC Order Granting Temporary Exemptions under the Securities Exchange Act of 1934 in Connection With the Pending Revision of the Definition of “Security” To Encompass Security-Based Swaps, and Request for Comment 76 FR 39,927 (July 7, 2011), *available at* <http://69.175.53.6/register/2011/Jul/07/2011-17040.pdf>; SEC Interim Final Rule on Exemptions for Security-Based Swaps, 76 FR 40,605 (July 11, 2011), *available at* <http://www.sec.gov/rules/interim/2011/33-9231fr.pdf>; FINRA Proposed Rule 0180 (Application of Rules to Security-Based Swaps), 76 FR 42,755 (July 19, 2011), rule *available at* <http://www.gpo.gov/fdsys/pkg/FR-2011-07-19/pdf/2011-18091.pdf>.

1933 and 1934 Act provisions that applied to securities prior to July 16. In this letter, we set forth a framework for determining whether the 1934 Act provisions and FINRA rules that applied to securities and registered broker-dealers prior to July 16 (collectively, the “**pre-Dodd-Frank provisions**”) should apply to SBS activities.³ We then analyze the pre-Dodd-Frank provisions in light of that framework and request specific exemptions from those provisions, either with respect to all SBS activities, or more narrowly, with respect to SBS dealing and brokering activities with ECPs. Consistent with our June 10 letter, the analysis and the requests in this letter are limited to swap market participants, other than clearing agencies, national securities exchanges, self-regulatory organizations, nationally recognized statistical rating agencies, and the Municipal Securities Rulemaking Board. Furthermore, we do not address application of the 1933 Act to SBS in this letter. Instead, we will submit a separate request to the SEC for no-action relief under the 1933 Act.

SIFMA notes that the SEC has not yet proposed rules on capital, margin, books and records, protection of cleared SBS requirements, or extraterritorial application of SBS regulation. Nor has the SEC finalized the definition of SBS dealer and SBS. Our requests for relief are subject to change pending the SEC’s release and SIFMA’s analysis of these proposed and final rules.

Overview of Three Categories of Pre-Dodd-Frank Provisions

- **Category 1.** Category 1 includes pre-Dodd-Frank provisions that should apply to SBS. As a general principle, pre-Dodd-Frank provisions would apply to SBS activities, unless specifically exempted. Some provisions, such as the antifraud provisions, are sacrosanct and should continue to apply to SBS. Other provisions, such as entity-level provisions, should apply with some modifications.
- **Category 2.** Category 2 includes pre-Dodd-Frank provisions from which the SEC and FINRA should provide exemptions for SBS because such provisions are **inapplicable or unworkable** for SBS. Exemptions are important to provide clarity and reduce uncertainty about how SBS are regulated. Absent certainty regarding the application of these provisions and rules, SBS participants would be subject to unnecessary compliance burdens.
- **Category 3.** Category 3 includes pre-Dodd-Frank provisions from which the SEC and FINRA should provide exemptions for registered broker-dealers’ SBS dealing and brokering activities because such provisions are **unnecessary** in light of the new SBS regulatory regime. Congress created a bespoke new regime for the regulation of SBS dealers and their activities. At the same time, the expanded definition of “security” means that entities that are dual-registered as SBS dealers and broker-dealers will be subject to two

³ “SBS dealer” as used in this letter refers to an SEC-registered SBS dealer.

sets of regulatory regimes, that is, both SBS and securities regulations. An SBS dealer should not be placed at a competitive disadvantage in its transactions vis-à-vis registered SBS dealers that are not registered broker-dealers as a result of its status as a registered broker-dealer.

- Where SBS dealing activities are conducted in a registered broker-dealer it is not necessary to apply certain pre-Dodd-Frank provisions because both SBS dealer provisions and the pre-Dodd-Frank provisions will apply to the broker-dealer.
- SBS dealing activities with non-ECPs trigger broker-dealer registration and regulation. However, SBS dealing with ECPs does not trigger broker-dealer registration. Congress only intended to subject SBS dealing with non-ECPs activities to broker-dealer requirements. Therefore, the application of pre-Dodd-Frank broker-dealer provisions to SBS dealing activities with ECPs is unnecessary, and exemptions for such activities should be granted.
- SBS brokering activities trigger a broker-dealer registration requirement and thus would be subject to pre-Dodd-Frank provisions. Broker-dealers that engage in SBS brokering activities should be exempt from pre-Dodd-Frank provisions to the extent they comply with the corresponding SBS provisions that apply to SBS dealers. Unlike the pre-Dodd-Frank provisions, SBS provisions are tailored for SBS and more appropriately designed to regulate SBS.
- Our request for exemptions from the pre-Dodd-Frank provisions in Category 3 is tailored to a registered broker-dealer dealing or brokering SBS for ECPs. In each case, the registered broker-dealer may also be an SBS dealer.

Illustration of Three Categories of Pre-Dodd-Frank Provisions

- The pre-Dodd-Frank 1934 Act provisions and FINRA rules are analyzed in [Appendix A](#) and [Appendix B](#), respectively.
- **Category 1 Provisions.** Certain provisions should apply to all SBS activities, including SBS dealing and brokering activities with ECPs. These non-exempt provisions generally fall into the following categories:
 - Provisions that prohibit fraud and manipulation, and insider trading (but not reporting or recordkeeping requirements), and that relate to the SEC's and FINRA's enforcement authority in connection with violations of such provisions. In accordance with the temporary relief granted by the SEC and FINRA in June and July, these provisions should continue to apply to SBS.

- The beneficial ownership reporting requirements in Sections 13 and 16 of the 1934 Act, in accordance with the final rule adopted by the SEC in June 2011.
- Provisions that apply to the SEC and FINRA and their staff, such as rules relating to transactions with FINRA employees.
- Provisions that apply to all financial institutions, such as Regulation S-P and Regulation S-AM.
- “Entity-level” pre-Dodd-Frank broker-dealer provisions. These provisions are effective only on a cross-activity basis, are necessary to protect the integrity of the broker-dealer, and cannot be operational on a transaction-by-transaction basis. Some of these rules are also necessary to ensure compliance with rules that apply on a transaction-by-transaction basis. Therefore, broker-dealers should not be exempt from these pre-Dodd-Frank provisions. The SEC should consider adapting some of these provisions where appropriate to reflect the unique characteristics of SBS. The tailoring of securities requirements for OTC derivatives dealers (“BD lite”) could serve as a precedent.
 - Capital rules must apply to all instruments in a broker-dealer. However, because the existing capital rules for broker-dealers are extremely inhospitable for SBS, the SEC should modify existing capital requirements for SBS and reconcile them with the (yet-to-be-proposed) SBS dealer capital requirements.
 - Certain books and records requirements. However, the SEC should adapt the existing books and records rules to accommodate SBS.
 - Financial reporting rules such as filing of Focus and related forms (FINRA Rule 4521), verification of assets (FINRA Rule 4160), and net capital failure notification (FINRA Rule 4120).
 - Business continuity and disaster recovery plan requirement (FINRA Rule 4370).
 - Supervisory requirements.
 - Section 15a-6. However, the SEC should adopt a separate exemption under Section 15 of the 1934 Act for SBS.
- **Category 2 Provisions.** This category includes **inapplicable or unworkable provisions** for which exemptions should be provided. Provisions in Category 2 are of the following types:

- Provisions that are unworkable for SBS as written because they are designed for traditional securities, such as rules that relate to issuer disclosures. If the SEC wants to apply provisions like these to SBS, the SEC should adopt rules that are customized for SBS, as the SEC did for exchange-traded options.
- Some provisions simply do not apply to SBS as written, such as options rules, rules on missing and stolen securities, short sale delivery requirements, and Regulation NMS.
- Some provisions do not apply to SBS at this time because of how the SBS market functions (*e.g.*, the rule on identification of quotations (Rule 15c2-7) that applies to registered broker-dealers). If an inter-dealer quotation system develops for SBS, the SEC should adopt a rule that applies to all SBS dealers, not just registered broker-dealers.
- **Category 3 Provisions.** This category includes provisions that are **unnecessary** when applied to SBS dealing activities in light of the new SBS regulatory regime. Provisions that are unnecessary for SBS dealing activities should similarly not apply to SBS brokering activities, and instead, the corresponding SBS provision should apply. Thus, all SBS dealing and brokering activities with ECPs should be exempt from these provisions so long as the SBS dealer complies with the corresponding SBS provision.
- Margin requirements and disclosures. These Category 3 business conduct requirements include, among others:
 - All SBS brokering activities should be exempt from the pre-Dodd-Frank margin provisions (*e.g.*, Section 7, Regulation T) to the same extent as SBS dealing activities. Without such exemptions, counterparties would be subject to duplicative margin requirements: they would need to post margin to the dealer and to the broker of their SBS, or, if the dealer and broker are the same, would need to post margin twice. Instead, only the SBS provisions for margin should apply, including those that apply to cleared SBS.
- Business conduct. These Category 3 business conduct requirements include, among others:
 - Business conduct rules (*e.g.*, know your customer (FINRA Rule 2090), suitability obligations (NASD Rule 2310), and trading ahead of customer orders (FINRA 5320)).
 - Customer information controls: new account review and approval (NASD 2310, 3110(c))
 - Best execution (NASD Rule 2320)

- Customer protection. These Category 3 business conduct requirements include, among others:
 - Requirements for borrowing and lending between associated persons and customers (FINRA Rule 3240)
 - Gifts and gratuities (FINRA Rule 3220).
 - Changes in customer account name or designation system and operations controls (NASD Rule 3110(j))
 - Cold callers and telemarketing scripts (NASD Rule 2212)
 - Prohibition against guarantees (FINRA Rule 2150)
 - Material event and customer complaint reporting (FINRA Rule 4530)

- Customer information (disclosure and account statements). These Category 3 business conduct requirements include, among others:
 - Rule 10b-10 (Confirmations). We note that the SEC has proposed to exempt registered broker-dealers from Rule 10b-10 if the broker complies with the SBS confirmation rule that applies to SBS dealers. We recommend that the SEC similarly also exempt a broker from Rule 10b-10 with respect to its SBS brokering activities, whether or not such broker is an SBS dealer.
 - Disclosure of financial condition to customers (FINRA Rule 2261)
 - Disclosure for bank affiliated broker-dealers (FINRA Rule 3160(c))
 - Account statements (NASD Rule 2340)
 - Investor education and protection (FINRA Rule 2267)

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Requested Relief from Application of the 1934 Act to Security-Based Swaps

Category 1 includes pre-Dodd-Frank provisions that should apply to SBS. SIFMA does not request exemptions from these provisions.

Category 2 includes pre-Dodd-Frank provisions from which the SEC should provide exemptions for SBS because such provisions are inapplicable or unworkable for SBS.

Category 3 includes pre-Dodd-Frank provisions from which the SEC should provide exemptions for registered broker-dealers' SBS dealing and brokering activities because such provisions are unnecessary in light of the new SBS regulatory regime. Requested exemptive relief from provisions in Category 3 would apply to security-based swap (“SBS”) brokering and SBS dealing activities with eligible contract participants, so long as the broker-dealer complies with the corresponding SBS dealer provision. SIFMA requests that the SEC provide an exemption from the following Category 3 provisions: 15 U.S.C. 78g; Regulation T; 15 U.S.C. 78h; Rule 8c-1; Rule 10b-10; Rule 10b-16; Rule 15c2-1; Rule 15c3-2; Rule 15c3-3; Rule 15c3-3a; Rule 15c3-4; Rule 15c3-5; 15 U.S.C. 78o-6; and Regulation ATS.

Section	15 U.S.C./ Rule	Description	Category
1	78a	Short title	1
2	78b	Necessity for regulation	1
3	78c	Definitions and application (and all rules thereunder)	1
4	78d	Securities and Exchange Commission	1
4A	78d-1	Delegation of functions by Commission	1
4B	78d-2	Transfer of functions with respect to assignment of personnel to Chairman	1
4C	78d-3	Appearance and practice before the Commission	1
4D	78d-4	Additional duties of Inspector General	1
4E	78d-5	Deadline for completing enforcement investigations and compliance examinations and inspections	1
N/A	78d-6	Report and certification of internal supervisory controls	1
N/A	78d-7	Triennial report on personnel management	1
N/A	78d-8	Annual financial controls audit	1
N/A	78d-9	Report on oversight of national securities associations	1
7	78g	Margin requirements	3 [♦]
		Regulation T	3

[♦] In proposing margin rules for security-based swap dealers, the SEC should adapt the existing margin rules to accommodate security-based swaps.

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Section	15 U.S.C./ Rule	Description	Category
8	78h	Restrictions on borrowing and lending by members, brokers, and dealers	3
	Rule 8c-1	Hypothecation of customers' securities	3
9	78i	Manipulation of security prices	1
	Rule 9b-1	Options disclosure document	2
10	78j	Manipulative and deceptive practices	1
	Rule 10a-1	Short sales	2
	Rule 10b-1	Prohibition of use of manipulative or deceptive devices or contrivances with respect to certain securities exempted from registration.	1
	Rule 10b-3	Employment of manipulative and deceptive devices by brokers or dealers.	1
	Rule 10b-5	Employment of manipulative and deceptive devices.	1
	Rule 10b5-1	Trading "on the basis of" material nonpublic information in insider trading cases.	1
	Rule 10b5-2	Duties of trust or confidence in misappropriation insider trading cases	1
	Rule 10b-9	Prohibited representations in connection with certain offerings	2
	Rule 10b-10	Confirmation of transactions	3
	Rule 10b-16	Disclosure of credit terms in margin transactions	3
	Rule 10b-17	Untimely announcements of record dates	2
	Rule 10b-18	Purchases of certain equity securities by the issuer and others	2
	Rule 10b-21	Deception in connection with a seller's ability or intent to deliver securities on the date delivery is due	2
10A	78j-1	Audit requirements (and all rules thereunder)	2
11	78k	Trading by members of exchanges, brokers, and dealers (and all rules thereunder)	2
11A	78k-1	National market system for securities; securities information processors (and Regulation NMS)	2
12	78l	Registration requirements for securities	2
N/A	78l-1	Applications for unlisted trading privileges deemed filed under section 78l of this title	2
13	78m	Periodical and other reports – Sections other than 13(d) and 13(g) (and all rules thereunder)	2
14	78n	Proxies (and all rules thereunder)	2

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Section	15 U.S.C./ Rule	Description	Category
15	78o	Registration of all persons utilizing exchange facilities to effect transactions; exemptions	1
	Rule 15a-1	Securities activities of OTC derivatives dealers.	2
	Rule 15a-2	Exemption of certain securities of cooperative apartment houses from section 15(a)	2
	Rule 15a-4	Forty-five day exemption from registration for certain members of national securities exchanges	1
	Rule 15a-5	Exemption of certain nonbank lenders	1
	Rule 15a-6	Exemption of certain foreign brokers or dealers	1♦♦
	Rule 15b7-1	Compliance with qualification requirements of self-regulatory organizations	2
	Rule 15a-10	Exemption of certain brokers or dealers with respect to security futures products	1
	Rule 15b1-1	Application for registration of brokers or dealers	1
	Rule 15b1-3	Registration of successor to registered broker or dealer	1
	Rule 15b1-4	Registration of fiduciaries	1
	Rule 15b1-5	Consent to service of process to be furnished by nonresident brokers or dealers and by nonresident general partners or managing agents of brokers or dealers	1
	Rule 15b2-2	Inspection of newly registered brokers and dealers	1
	Rule 15b3-1	Amendments to application	1
	Rule 15b5-1	Extension of registration for purposes of the Securities Investor Protection Act of 1970 after cancellation or revocation	1
	Rule 15b6-1	Withdrawal from registration	1
	Rule 15b7-3T	Operational capability in a Year 2000 environment	2
	Rule 15b9-1	Exemption for certain exchange members	2
	Rule 15b9-2	Exemption from SRO membership for OTC derivatives dealers	2
	Rule 15b11-1	Registration by notice of security futures product broker-dealers	2
	Rule 15b12-1T	Brokers or dealers engaged in a retail forex business	1

♦♦ The SEC should adopt a separate exemption under section 15 that is tailored for security-based swaps.

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Section	15 U.S.C./ Rule	Description	Category
	Rule 15c1-1	Definitions	1
	Rule 15c1-2	Fraud and misrepresentation	1
	Rule 15c1-3	Misrepresentation by brokers, dealers and municipal securities dealers as to registration	1
	Rule 15c1-5	Disclosure of control	2
	Rule 15c1-6	Disclosure of interest in distribution	1
	Rule 15c1-7	Discretionary accounts	1
	Rule 15c1-8	Sales at the market	2
	Rule 15c1-9	Use of pro forma balance sheets	2
	Rule 15c2-1	Hypothecation of customers' securities	3
	Rule 15c2-4	Transmission or maintenance of payments received in connection with underwritings	2
	Rule 15c2-5	Disclosure and other requirements when extending or arranging credit in certain transactions	1
	Rule 15c2-7	Identification of quotations	2
	Rule 15c2-8	Delivery of prospectus	2
	Rule 15c2-11	Initiation or resumption of quotations without specific information	2
	Rule 15c2-12	Municipal securities disclosure	2
	Rule 15c3-1	Net Capital Requirements for brokers or dealers. (and all appendices thereto)	1 [♦]
	Rule 15c3-2	Customers' free credit balances	3
	Rule 15c3-3	Customer protection-reserves and custody of securities	3
	Rule 15c3-3a	Exhibit A-formula for determination reserve requirement of brokers and dealers under §15c3-3	3
	Rule 15c3-4	Internal risk management control systems for OTC derivatives dealers	3
	Rule 15c3-5	Risk management controls for brokers or dealers with market access	3
	Rule 15c6-1	Settlement cycle	2
	Rule 15d-1	Requirement of annual reports	2
	Rule 15d-2	Special financial report	2
	Rule 15d-3	Reports for depositary shares registered on Form F-	2

♦ In proposing capital rules for security-based swap dealers, the SEC should adapt the existing capital rules to accommodate security-based swaps.

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Section	15 U.S.C./ Rule	Description	Category
		6	
	Rule 15d-4	Reporting by Form 40-F registrants	2
	Rule 15d-5	Reporting by successor issuers	2
	Rule 15d-6	Suspension of duty to file reports	2
	Rule 15d-10	Transition reports	2
	Rule 15d-11	Current reports on Form 8-K (§249.308 of this chapter)	2
	Rule 15d-13	Quarterly reports on Form 10-Q and Form 10-QSB (§249.308a and §249.308b of this chapter)	2
	Rule 15d-14	Certification of disclosure in annual and quarterly reports	2
	Rule 15d-15	Controls and procedures	2
	Rule 15d-16	Reports of foreign private issuers on Form 6-K [§249.306]	2
	Rule 15d-17	Reports of asset-backed issuers on Form 10-D (§249.312 of this chapter)	2
	Rule 15d-18	Compliance with servicing criteria for asset-backed securities	2
	Rule 15d-19	Reports by shell companies on Form 20-F	2
	Rule 15d-20	Plain English presentation of specified information	2
	Rule 15d-21	Reports for employee stock purchase, savings and similar plans	2
	Rule 15d-22	Reporting regarding asset backed securities under section 15(d) of the Act	2
	Rule 15d-23	Reporting regarding certain securities underlying asset-backed securities under section 15(d) of the Act	2
	Rule 15g-1	Exemptions for certain transactions	2
	Rule 15g-2	Penny stock disclosure document relating to the penny stock market	2
	Rule 15g-3	Broker or dealer disclosure of quotations and other information relating to the penny stock market	2
	Rule 15g-4	Disclosure of compensation to brokers or dealers	2
	Rule 15g-5	Disclosure of compensation of associated persons in connection with penny stock transactions	2
	Rule 15g-6	Account statements for penny stock customers	2
	Rule 15g-8	Sales of escrowed securities of blank check companies	2
	Rule 15g-9	Sales practice requirements for certain low-priced	2

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Section	15 U.S.C./ Rule	Description	Category
		securities	
	Rule 15g-100	Schedule 15G-Information to be included in the document distributed pursuant to §240.15g-2	2
N/A	78o-1	Brokers deemed to be registered	1
N/A	78o-2	Liabilities arising prior to amendment unaffected	1
15B	78o-4	Municipal securities (and all rules thereunder)	2
15C	78o-5	Government securities brokers and dealers (and all rules thereunder)	2
15D	78o-6	Securities analysts and research reports	3
15G	78o-11	Credit risk retention (and Rule 15Ga-1)	2
16	78p	Directors, officers, and principal stockholders (and all rules thereunder)	1
17	78q	Records and reports	1 [♦]
	Rule 17a-2	Recordkeeping requirements relating to stabilizing activities.	2
	Rule 17a-3	Records to be made by certain exchange members, brokers and dealers	1
	Rule 17a-4	Records to be preserved by certain exchange members, brokers and dealers	1
	Rule 17a-5	Reports to be made by certain brokers and dealers	1
	Rule 17a-7	Records of non-resident brokers and dealers	1
	Rule 17a-8	Financial recordkeeping and reporting of currency and foreign transactions	1
	Rule 17a-10	Report on revenue and expenses	1
	Rule 17a-11	Notification provisions for brokers and dealers	1
	Rule 17a-12	Reports to be made by certain OTC derivatives dealers	1
	Rule 17a-13	Quarterly security counts to be made by certain exchange members, brokers, and dealers.	1
	Rule 17a-25	Electronic submission of securities transaction information by exchange members, brokers, and dealers.	1
	Rule 17f-1	Requirements for reporting and inquiry with respect to missing, lost, counterfeit or stolen securities.	2

[♦] In proposing recordkeeping rules for security-based swap dealers, the SEC should adapt the existing recordkeeping rules to accommodate security-based swaps.

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Section	15 U.S.C./ Rule	Description	Category
	Rule 17f-2	Fingerprinting of securities industry personnel.	1
	Rule 17h-1T	Risk assessment recordkeeping requirements for associated persons of brokers and dealers.	1
	Rule 17h-2T	Risk assessment reporting requirements for brokers and dealers.	1
	Rule 17i-1	Definitions.	1
	Rule 17i-2	Notice of intention to be supervised by the Commission as a supervised investment bank holding company.	1
	Rule 17i-3	Withdrawal from supervision by the Commission as a supervised investment bank holding company.	1
	Rule 17i-4	Internal risk management control system requirements for supervised investment bank holding companies.	2
	Rule 17i-5	Record creation, maintenance, and access requirements for supervised investment bank holding companies.	2
	Rule 17i-6	Reporting requirements for supervised investment bank holding companies.	2
	Rule 17i-7	Calculations of allowable capital and risk allowances or alternative capital assessment.	2
	Rule 17i-8	Notification provisions for supervised investment bank holding companies.	2
17B	78q-2	Automated quotation systems for penny stocks	2
18	78r	Liability for misleading statements	1
20	78t	Liability of controlling persons and persons who aid and abet violations	1
20A	78t-1	Liability to contemporaneous traders for insider trading	1
21	78u	Investigations and actions	1
21A	78u-1	Civil penalties for insider trading	1
21B	78u-2	Civil remedies in administrative proceedings	1
21C	78u-3	Cease-and-desist proceedings	1
21D	78u-4	Private securities litigation	1
21E	78u-5	Application of safe harbour for forward-looking statements	2
21F	78u-6	Securities whistleblower incentives and protection	1
N/A ^a	78u-7	Implementation and transition provisions for whistleblower protection (and all rules thereunder)	1

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Section	15 U.S.C./ Rule	Description	Category
22	78v	Hearings by Commission	1
23	78w	Rules, regulations, and orders; annual reports	1
24	78x	Public availability of information (and all rules thereunder)	1
25	78y	Court review of orders and rules	1
26	78z	Unlawful representations	1
27	78aa	Jurisdiction of offenses and suits	1
27A	78aa-1	Special provisions relating to statute of limitations on private causes of action	1
28	78bb	Effect of existing law	1
29	78cc	Validity of contracts	1
30	78dd	Foreign securities exchanges	1
30A	78dd-1	Prohibited foreign trade practices by issuers	2
N/A	78dd-2	Prohibited foreign trade practices by domestic concerns	1
N/A	78dd-3	Prohibited foreign trade practices by persons other than issuers or domestic concerns	1
32	78ff	Penalties	1
33	78gg	Separability	1
34	78hh	Effective date	1
N/A	78hh-1	Effective date of certain sections	1
35	78kk	Authorization of appropriations	1
35A	78ll	Requirements for the EDGAR system	1
36	78mm	General exemptive authority	1
	Rule 36a1-1	Exemption from Section 7 for OTC derivatives dealers.	1
	Rule 36a1-2	Exemption from SIPA for OTC derivatives dealers.	1
		Regulation S-AM	1
		Regulation S-P	1
		Regulation M	2
		Regulation SHO	2
		Regulation ATS	3