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SECURITIES AND EXCHANGE COMMISSION

Submission for OMB Review; Comment Request

Upon Written Request,
Copies Available From:

Securities and Exchange Commission
Office of Investor Education and Advocacy
Washington, DC 20549-0213

Extension:

Rule 18f-3

SEC File No. 270-385

OMB Control No. 3235-0441

Notice is hereby given that, pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501-3520), the Securities and Exchange Commission ("Commission") has submitted to the Office of Management and Budget request for extension of the previously approved collection of information discussed below.

Section 18(f)(1)¹ of the Investment Company Act of 1940² (the "Investment Company Act" or "Act") prohibits registered open-end management investment companies ("funds") from issuing any senior security. Rule 18f-3 under the Act³ exempts from section 18(f)(1) a fund that issues multiple classes of shares representing interests in the same portfolio of securities (a "multiple class fund") if the fund satisfies the conditions of the rule. In general, each class must differ in its arrangement for shareholder services or distribution or both, and must pay the related expenses of that different arrangement.

The rule includes one requirement for the collection of information. A multiple class fund must prepare, and fund directors must approve, a written plan setting forth the separate

¹ 15 U.S.C. 80a-18(f)(1).

² 15 U.S.C. 80a.

³ 17 CFR 270.18f-3.

arrangement and expense allocation of each class, and any related conversion features or exchange privileges (“rule 18f-3 plan”).⁴ Approval of the plan must occur before the fund issues any shares of multiple classes and whenever the fund materially amends the plan. In approving the plan, a majority of the fund board, including a majority of the fund’s independent directors, must determine that the plan is in the best interests of each class and the fund as a whole.

The requirement that the fund prepare and directors approve a written rule 18f-3 plan is intended to ensure that the fund compiles information relevant to the fairness of the separate arrangement and expense allocation for each class, and that directors review and approve the information. Without a blueprint that highlights material differences among classes, directors might not perceive potential conflicts of interests when they determine whether the plan is in the best interests of each class and the fund. In addition, the plan may be useful to Commission staff in reviewing the fund’s compliance with the rule.

There are approximately 5,655 multiple class funds offered by 1,020 registrants.⁵ Based on a review of typical rule 18f-3 plans, the Commission’s staff estimates that the 1,020 registrants together make an average of 510 responses each year to prepare and approve a written rule 18f-3 plan, requiring approximately 8 hours per response and a total of 4,080 burden hours per year in the aggregate.⁶ The staff estimates that preparation of the rule 18f-3 plan may require

⁴ Rule 18f-3(d).

⁵ This estimate is based on data from Form N-SAR, the semi-annual report that funds file with the Commission. In previous years, the staff estimated that each multiple class fund prepared and approved a rule 18f-3 plan. However, the staff has revised this estimate to reflect its belief that most registrants prepare and approve a single rule 18f-3 plan for all series funds offered by the registrants.

⁶ The estimate reflects the assumption that each registrant prepares and approves a rule 18f-3 plan every two years when issuing a new fund or new class or amending a plan (or that 510 of all 1020 registrants prepare and approve a plan each year). The estimate assumes that the time required to prepare a plan is 5 hours per plan (or 2550 hours for 510 registrants annually), and the time

5 hours of the services of an attorney employed by the fund, at a cost of approximately \$354.00 per hour for professional time,⁷ and approval of the plan may require 3 hours of the services of the board of directors, at a cost of approximately \$4,000.00 per hour.⁸ The staff therefore estimates that the aggregate annual cost of complying with the paperwork requirements of the rule is approximately \$7,022,700.00 ((5 hours x 510 responses x \$354.00.00 = \$902,700.00) + (3 hours x 510 responses x \$4,000.00 = \$6,120,000.00)).

The estimated annual burden of 4,080 hours represents a decrease of 1,520 hours from the prior estimate of 5,600 hours. The decrease in burden hours is attributable to changes in the estimates of the average hour burden per response and the number of responses that are submitted pursuant to the rule.

The estimate of average burden hours is made solely for the purposes of the Paperwork Reduction Act. The estimate is not derived from a comprehensive or even a representative survey or study of the costs of Commission rules. Complying with this collection of information requirement is mandatory. Responses will not be kept confidential. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number.

The public may view the background documentation for this information collection at the following website, www.reginfo.gov . Comments should be directed to: (i) Desk Officer for the Securities and Exchange Commission, Office of Information and Regulatory Affairs, Office of

required to approve a plan is an additional 3 hours per plan (or 1530 hours for 510 registrants annually).

⁷ This hourly rate estimate is derived from annual salaries reported in: Securities Industry and Financial Markets Association, Management and Professional Earnings in the Securities Industry (2010), modified by Commission staff to account for an 1800-hour work year and multiplied by 5.35 to account for bonuses, firm size, employee benefits and overhead.

⁸ This hourly rate estimate is derived from fund representatives.

Management and Budget, Room 10102, New Executive Office Building, Washington, D.C. 20503, or by sending an e-mail to: Shagufta_Ahmed@omb.eop.gov ; and (ii) Thomas Bayer, Director/Chief Information Officer, Securities and Exchange Commission, c/o Remi Pavlik-Simon, 6432 General Green Way, Alexandria, VA 22312 or send an email to: PRA_Mailbox@sec.gov . Comments must be submitted to OMB within 30 days of this notice.

Kevin M. O'Neill
Deputy Secretary

November 3, 2011

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