

ATTACHMENT A
NEW DRAFT COMPARED TO EARLIER DRAFTS

ARTICLE 1: DEFINITIONS

SECTION 101 SHORT TITLE

SECTION 102 DEFINITIONS

- (1) Administrator
- (2) Agent TENTATIVE APPROVAL
- (3) Broker-Dealer TENTATIVE APPROVAL
- (4) Depository Institution
- (5) Federal Covered Investment Adviser TENTATIVE APPROVAL
- (6) Federal Covered Security TENTATIVE APPROVAL
- (7) Filing REVISED
- (8) Fraud TENTATIVE APPROVAL
- (9) Guaranteed TENTATIVE APPROVAL
- (10) Institutional Investor TENTATIVE APPROVAL, OTHER THAN §101(j)(xii)
- (11) Insurance Company TENTATIVE APPROVAL
- (12) Insured TENTATIVE APPROVAL
- (13) International Bank
- (14) Investment Adviser REVISED
- (15) Investment Adviser Representative REVISED
- (16) Issuer §§101(p)(1), (3) TENTATIVE APPROVAL

- (17) Nonissuer Transaction or Nonissuer Distribution TENTATIVE APPROVAL
- (18) Person TENTATIVE APPROVAL
- (19) Place of Business NEW
- (20) Predecessor Act NEW
- (21) Principal Place of Business NEW
- (22) Price Amendment TENTATIVE APPROVAL
- (23) Record NEW
- (24) Sale
- (25) Securities Act of 1933, etc.
- (26) Securities and Exchange Commission NEW
- (27) Security TENTATIVE APPROVAL
- (28) Self-Regulatory Organization
- (29) State TENTATIVE APPROVAL
- (30) Underwriter TENTATIVE APPROVAL

ARTICLE 2: EXEMPTIONS

SECTION 201 EXEMPT SECURITIES

- (1) United States Governments and Municipals TENTATIVE APPROVAL
- (2) Foreign Governments TENTATIVE APPROVAL
- (3) Depository Institutions and International Banks
- (4) Insurance Companies TENTATIVE APPROVAL
- (5) Public Utilities REVISED
- (6) Certain Options and Rights TENTATIVE APPROVAL

- (7) Nonprofit Organizations REVISED
- (8) Cooperatives TENTATIVE APPROVAL
- (9) Employee Benefit Plans TENTATIVE APPROVAL
- (10) Equipment Trust Certificates REVISED

SECTION 202 EXEMPT TRANSACTIONS

- (1) Isolated Nonissuer Transactions TENTATIVE APPROVAL
- (2) Specified Nonissuer Transactions . TENTATIVE APPROVAL; BUT NOTE NEW QUERY
- (3) Foreign Nonissuer Transactions TENTATIVE APPROVAL
- (4) Nonissuer Transactions in Securities Subject to REVISED
Securities Exchange Act Reporting
- (5) Nonissuer Transactions in Specified Securities with TENTATIVE APPROVAL
Fixed Maturity, Interest or Dividend
- (6) Unsolicited Brokerage Transactions TENTATIVE APPROVAL
- (7) Pledges TENTATIVE APPROVAL
- (8) Underwriter Transactions TENTATIVE APPROVAL
- (9) Unit Secured Transactions TENTATIVE APPROVAL
- (10) Bankruptcy, Guardian, or Conservator Transactions TENTATIVE APPROVAL
- (11) Institutional Investors REVISED
- (12) Limited Offering Transactions REVISED
- (13) Transactions with Existing Security Holders TENTATIVE APPROVAL
- (14) Offerings When Registered under this [Act] and the TENTATIVE APPROVAL
Securities Act of 1933
- (15) Offerings When Registered under this [Act] and
Exempt from the Securities Act of 1933

(16) Control Transactions TENTATIVE APPROVAL

SECTION 203 ADDITIONAL EXEMPTIONS AND TENTATIVE APPROVAL
WAIVERS

SECTION 204 DENIAL, CONDITION, LIMITATION, TENTATIVE APPROVAL
OR REVOCATION OF EXEMPTIONS (BUT REVIEW LAST TWO
SENTENCES AFTER
CONSIDERATION OF

§603)

**ARTICLE 3: REGISTRATION OF SECURITIES
AND NOTICE FILINGS OF FEDERAL COVERED SECURITIES**

SECTION 301 SECURITIES REGISTRATION TENTATIVE APPROVAL
REQUIREMENT

SECTION 302 NOTICE FILINGS AND FEES §§302(a), (c), (d)
APPLICABLE TO FEDERAL COVERED SECURITIES TENTATIVE APPROVAL

SECTION 303 SECURITIES REGISTRATION BY TENTATIVE APPROVAL
COORDINATION

SECTION 304 SECURITIES REGISTRATION BY §§304(a), (c)-(e)
QUALIFICATION TENTATIVE APPROVAL

SECTION 305 GENERAL SECURITIES §§305(a)-(f), (h)-(k)
REGISTRATION TENTATIVE APPROVAL

SECTION 306 DENIAL, SUSPENSION, AND §§306(a)(1)-(6), (b), (e)
REVOCATION OF SECURITIES REGISTRATION TENTATIVE APPROVAL

**ARTICLE 4: BROKER-DEALERS, AGENTS, INVESTMENT ADVISERS,
INVESTMENT ADVISER REPRESENTATIVES, FEDERAL COVERED INVESTMENT
ADVISERS, AND INVESTMENT ADVISER REPRESENTATIVES OF FEDERAL
COVERED INVESTMENT ADVISERS**

SECTION 401 BROKER-DEALER REGISTRATION REVISED
REQUIREMENT AND EXEMPTIONS

SECTION 402 AGENT REGISTRATION REQUIREMENT REVISED
AND EXEMPTIONS

SECTION 403 INVESTMENT ADVISER REGISTRATION REVISED

REQUIREMENT AND EXEMPTIONS

SECTION 404 INVESTMENT ADVISER REPRESENTATIVE REVISED
REGISTRATION REQUIREMENT AND EXEMPTIONS

SECTION 405 FEDERAL COVERED INVESTMENT REVISED
ADVISER NOTICE FILING REQUIREMENT

SECTION 406 REGISTRATION PROCEDURES FOR REVISED
BROKER-DEALERS, AGENTS, INVESTMENT ADVISERS,
AND INVESTMENT ADVISER REPRESENTATIVES

SECTION 407 POSTREGISTRATION REVISED

SECTION 408 DENIAL, REVOCATION, TENTATIVE APPROVAL
SUSPENSION, WITHDRAWAL, CANCELLATION, §§408(a)-(f). SECTION
RESTRICTION, CONDITION, OR LIMITATION OF 408(g) IS NEW.
REGISTRATION

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SECTION 502 FRAUD IN PROVIDING INVESTMENT REVISED
ADVICE

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