

#..SEC-8

**System name:**

Proxy Soliciting Material Filed under the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935, and Investment Company Act of 1940.

**System location:**

Securities and Exchange Commission, Washington, DC 20549. Duplicate copies may be maintained in SEC Regional and Branch Offices.

**Categories of individuals covered by the system:**

Records include information on officers, directors and certain stockholders of an issuer and persons other than management who are required to file proxy soliciting material with the Commission in advance of its use.

**Categories of records in the system:**

The records describe business relationships and transactions of director, lawsuits, investigations, affiliations with other companies, and other relevant personal and business information about the individual that is material to the use of the proxy soliciting materials.

**Authority for maintenance of the system:**

Title 15, United States Code, 78n, 791 and 80a-20.

**Routine uses of records maintained in the system, including categories of users and the purposes of such uses:**

These records and the information contained in these records may be used as follows:

1. By SEC personnel in connection with the processing of proxy statements and proxy soliciting materials; may also be used to respond to requests from Members of Congress and the public concerning proxy contests and the necessity for accurate proxy materials and in preparing no-action letters.
2. By SEC personnel for purposes of investigating possible violations of the Federal securities laws.
3. Where there is an indication of a violation or potential violation of law, whether civil, criminal or regulatory in nature, and whether arising by general statute or particular program statute, or by regulation, rule or order issued pursuant thereto, the relevant records in the system of records may be referred, as a routine use, to the appropriate agency, whether Federal, State, local, foreign or a securities self-regulatory organization charged with the responsibility of investigating or prosecuting such violation or charged with enforcing or implementing the statute, or rule, regulation or order issued pursuant thereto.
4. When considered appropriate, records in this system may be referred to a bar association or similar Federal, State or local licensing authority for possible disciplinary action.

5. A record from this system of records may be disclosed as a ``routine use'' to a Federal, State or local governmental authority maintaining civil, criminal or other relevant enforcement information or other pertinent information, such as current licenses, if necessary to obtain information relevant to an agency decision concerning the hiring or retention of an employee the issuance of a security clearance, the letting of a contract, or the issuance of a license, grant or other benefit.

6. A record from this system of records may be disclosed to a Federal, State or local government authority, in response to its request, in connection with the hiring or retention of an employee, the issuance of a security clearance, the reporting of an investigation of an employee, the letting of a contract, or the issuance of a license, grant, or other benefit by the requesting agency, to the extent that the information is relevant and necessary to the requesting agency's decision on the matter.

7. As a data source for management information for production of summary descriptive statistics and analytical studies in support of the function for which the records are collected and maintained or for related personnel management functions or manpower studies; may also be utilized to respond to general requests for statistical information (without personal identification of individuals) under the Freedom of Information Act or to locate specific individuals for personnel research or other personnel management functions.

8. In any proceeding where the Federal securities laws are in issue or in which the Commission or past or present members of its staff is a party or otherwise involved in an official capacity.

9. In connection with investigations or disciplinary proceedings by a State securities regulatory authority or by a securities self-regulatory organization involving one or more of its members.

In connection with their regulatory and enforcement responsibilities mandated by the Federal securities laws (as defined in section 21(g) of the Securities Exchange Act of 1934, 15 U.S.C. 78u(g)), or state or foreign laws regulating securities or other related matters, records in this system of records may be disclosed to national securities exchanges and national securities associations that are registered with the Commission, the Municipal Securities Rulemaking Board, the Securities Investor Protection Corporation, the federal banking authorities, including but not limited to, the Board of Governors of the Federal Reserve System, the Comptroller of the Currency, and the Federal Deposit Insurance Corporation, state securities regulatory or law enforcement agencies or organizations, or regulatory or law enforcement agencies of a foreign government.

Records in this system may, in the discretion of the Commission's staff, be disclosed to any person during the course of any inquiry or investigation conducted by the Commission staff, or in connection with civil litigation, if the staff has reason to believe that the person to whom the record is disclosed may have further information about the matters related therein, and those matters appeared to be relevant at the time to the subject matter of the inquiry.

A record or information in this system may be disclosed to any person with whom the Commission contracts to reproduce, by typing, photocopy or other means, any record within this system for use by the Commission and its staff in connection with their official duties or to any person who is utilized by the Commission to perform clerical or stenographic functions relating to the official business of the Commission.

Records or information in records contained in this system may be disclosed to members of advisory committees that are created by the Commission or by the Congress to render advice and recommendations to the Commission or to the Congress, to be used solely in connection with their official, designated functions.

Records or information in the records in this system may be disclosed as a routine use to any person who is or has agreed to be subject to the Commission's rules of conduct, 17 CFR 202.785-1 et seq., and who assists in the investigation by the Commission of possible violations of Federal securities laws (as defined in section 21(g) of the Securities Exchange Act of 1934, 15 U.S.C. 78u(g)), in the preparation or conduct of enforcement actions brought by the Commission for such violations, or otherwise in connection with the Commission's enforcement or regulatory functions under the Federal securities laws.

Disclosure may be made to a congressional office from the record of an individual in response to an inquiry from the congressional office made at the request of that individual.

**Policies and practices for storing, retrieving, accessing, retaining, and disposing of records in the system:**

**Storage:**

Records are maintained in hard copy form or microform.

**Retrievability:**

Records are accessed by name and/or file number assigned to registrant. No individual name access is provided, although the Commission's Name-Relationship Index system cross-indexes individuals with registrants.

**Safeguards:**

The records contain public information and are available through Public Reference Section. The records are maintained in central records office, which is locked at night and the building where the records are maintained has a 24-hour securities guard.

**Retention and disposal:**

These records are retained indefinitely. While no formal schedule exists, these records periodically are sent to a Federal Records Center for storage.

**System manager(s) and address:**

Records Officer, Office of Filings and Information Services, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop A-1, Alexandria, VA 22312-2413.

**Notification procedure:**

All requests to determine whether this system of records contains a record pertaining to the requesting individual may be directed to the Privacy Act Officer, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop O-5, Alexandria, VA 22312-2413.

**Record access procedures:**

Persons wishing to obtain information on the procedures for gaining access to or contesting the contents of these records may contact the Privacy Act Officer, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop O-5, Alexandria, VA 22312-2413.

**Contesting record procedures:**

See Record access procedures above.

**Record source categories:**

Information is obtained from proxy soliciting material filed with the Commission under the Federal securities laws.