

**SUPPORTING STATEMENT FOR
For the Paperwork Reduction Act Information Collection Submission for
Rule 17a-10**

A. JUSTIFICATION

1. Necessity for the Information Collection

Section 17(a) of the Investment Company Act of 1940 (the “Act”), generally prohibits affiliated persons of a registered investment company (“fund”) from borrowing money or other property from, or selling or buying securities or other property to or from, the fund or any company that the fund controls.¹ Section 2(a)(3) of the Act defines “affiliated person” of a fund to include its investment advisers.² Rule 17a-10 permits (i) a subadviser³ of a fund to enter into transactions with funds the subadviser does not advise but that are affiliated persons of a fund that it does advise (e.g., other funds in the fund complex), and (ii) a subadviser (and its affiliated persons) to enter into transactions and arrangements with funds the subadviser does advise, but only with respect to discrete portions of the subadvised fund for which the subadviser does not provide investment advice.

To qualify for the exemptions in rule 17a-10, the subadvisory relationship must be the sole reason why section 17(a) prohibits the transaction. In addition, the advisory contracts of the subadviser entering into the transaction, and any subadviser that is advising the purchasing portion of the fund, must prohibit the subadvisers from consulting with each other concerning securities transactions of the fund, and limit their responsibility to providing advice with respect

¹ 15 U.S.C. 80a-17(a).

² 15 U.S.C. 80a-2(a)(3)(E).

³ As defined in rule 17a-10(b)(2). 17 CFR 270.17a-10(b)(2).

to discrete portions of the fund’s portfolio.⁴ This requirement regarding the prohibitions and limitations in advisory contracts of subadvisers relying on the rule constitutes a collection of information under the Paperwork Reduction Act of 1995 (“PRA”).⁵

2. Purpose and Use of the Information Collection

Funds must include in their subadvisory contracts the provisions required under rule 17a-10(a)(2) in order to rely on the exemptions in rule 17a-10 to ensure that the subadviser that engages in the transaction does not influence the fund’s investment decision to engage in the transaction.

3. Consideration Given to Information Technology

To the extent the rule includes recordkeeping requirements, the Electronic Signatures in Global and National Commerce Act⁶ and the conforming amendments to recordkeeping rules under the Investment Company Act permit funds to maintain records electronically.

4. Duplication

The requirement regarding limitations in the subadviser’s contracts is similar to conditions in exemptive rules 10f-3⁷(permitting, under certain conditions, a fund to purchase securities from underwriting syndicates whose members include affiliated persons of the purchasing fund), 12d3-1⁸ (permitting a fund to invest up to five percent of its assets in securities

⁴ 17 CFR 270.17a-10(a)(2).

⁵ 44 U.S.C. 3501-3521.

⁶ P.L. 106-229, 114 Stat. 464 (June 30, 2000).

⁷ 17 CFR 270.10f-3.

⁸ 17 CFR 270.12d3-1.

of an issuer deriving more than fifteen percent of its gross revenues from securities-related businesses), and 17e-1⁹ (governing the receipt of compensation by a broker affiliated with a fund in connection with securities transactions by the fund). To the extent that a fund relies on more than one of these rules, its subadviser may use the same contract language to satisfy the comparable condition in the other rules.

5. Effect on Small Entities

Rule 17a-10's exemptive relief is conditioned upon funds including certain provisions in their advisory contracts to ensure that fund interests are the primary consideration for otherwise prohibited transactions. These provisions apply equally to all funds, including small entities.

6. Consequences of Not Conducting Collection

Rule 17a-10 requires that a fund's subadvisory contract be either initially drafted or amended to qualify for the rule's exemption. This is not a recurring requirement, and therefore less frequent collection is not possible.

7. Inconsistencies with Guidelines in 5 CFR 1320.5(d)(2)

Not applicable. The collection is not inconsistent with 5 CFR 1320.5(d)(2).

8. Consultation Outside the Agency

The Commission requested public comment on the collection of information requirements in rule 17a-10 before it submitted this request for approval to the Office of Management and Budget. The Commission received no comments in response to this request.

⁹ 17 CFR 270.17e-1.

More generally, the Commission and the staff at the Division of Investment Management participate in an ongoing dialogue with representatives of the investment company industry through public conferences, meetings, and informal exchanges. These various forums provide the Commission and the staff with a means of ascertaining and acting upon paperwork burdens confronting the industry.

9. Payment or Gift

Not applicable.

10. Confidentiality

Not applicable.

11. Sensitive Questions

No information of a sensitive nature, including social security numbers, will be required under this collection of information. The information collection does not collect personally identifiable information (PII). The agency has determined that a system of records notice (SORN) and privacy impact assessment (PIA) are not required in connection with the collection of information.

12. Burden of Information Collection

The following estimates of average burden hours are made solely for the purposes of the Paperwork Reduction Act. The estimates are not derived from a comprehensive or even a representative survey or study of the costs of Commission rules. Complying with this collection of information is necessary to rely on rule 17a-10. Responses will not be kept confidential.

The staff assumes that all existing funds with subadvisory contracts amended those contracts to comply with the adoption of rule 17a-10 in 2003, which conditioned certain

exemptions upon these contractual alterations, and therefore there is no continuing burden for those funds.¹⁰ However, the staff assumes that all newly formed subadvised funds, and funds that enter into new contracts with subadvisers, will incur the one-time burden by amending their contracts to add the terms required by the rule.

Based on an analysis of fund filings, the staff estimates that approximately 49 funds enter into new subadvisory agreements each year.¹¹ Based on discussions with industry representatives, the staff estimates that it will require approximately 3 attorney hours to draft and execute additional clauses in new subadvisory contracts in order for funds and subadvisers to be able to rely on the exemptions in rule 17a-10. Because these additional clauses are identical to the clauses that a fund would need to insert in their subadvisory contracts to rely on rules 10f-3, 12d3-1, and 17e-1, and because we believe that funds that use one such rule generally use all of these rules, we apportion this 3 hour time burden equally among all four rules. Therefore, we estimate that the burden allocated to rule 17a-10 for this contract change would be 0.75 hours.¹² Assuming that all 49 funds that enter into new subadvisory contracts each year make the modification to their contract required by the rule, we estimate that the rule's contract

¹⁰ Transactions of Investment Companies With Portfolio and Subadviser Affiliates, Investment Company Act Release No. 25888 (Jan. 14, 2003) [68 FR 3153 (Jan. 22, 2003)]. We assume that funds formed after 2003 that intended to rely on rule 17a-10 would have included the required provision as a standard part of their initial subadvisory contracts.

¹¹ Based on filings by registrants on Form N-1A and Form N-2 on Form N-CEN through March 14, 2025, there are 12,928 registered funds (open-end funds, closed-end funds, and exchange-traded funds), 5,272 funds of which have subadvisory relationships (approximately 41%). 49 new funds registered on Form N-1A or Form N-2 were established in 2024 by registrants with subadvisory relationships.

¹² This estimate is based on the following calculation: (3 hours ÷ 4 rules = 0.75 hours).

modification requirement will result in 37 burden hours annually, with an associated cost of approximately \$18,907.¹³

Table 1: Summary of Revised Annual Responses, Burden Hours, and Burden Hour Cost Estimates for Rule 17a-10

| Annual Number of Responses | | | Annual Time Burden (hours) | | | Cost Burden (dollars) | | |
|----------------------------|-------------------|--------|----------------------------|-------------------|--------|-----------------------|-------------------|-------------|
| Previously approved | Proposed estimate | Change | Previously approved | Proposed estimate | Change | Previously approved | Proposed estimate | Change |
| 314 | 49 | (-265) | 236 | 37 | (-199) | \$107,380 | \$18,907 | (-\$88,473) |

13. Cost to Respondents

We estimate that there is no cost burden associated with rule 17a-10, other than the costs of the contract modification burden identified in Item 12 of this Supporting Statement.

Compliance with the rule is part of standard investment company business practice to ensure compliance with applicable laws and regulations.

14. Cost to the Federal Government

There are no direct costs to the Federal Government associated with rule 17a-10. The rule does not require anything to be filed with the Commission. Commission staff may, in the course of routine examinations, monitor compliance with the rule.

¹³ These estimates are based on the following calculations: (0.75 hours × 49 funds = 37 burden hours); (\$511 per hour × 37 hours = \$18,907 total cost). The Commission’s estimates concerning the wage rates for attorney time are based on salary information for the securities industry compiled by the Securities Industry and Financial Markets Association. The estimated wage figure is based on published rates for in-house attorneys, modified to account for a 1,800-hour work-year and inflation, and adjusted to account for bonuses, firm size, employee benefits, and overhead, yielding an effective hourly rate of \$511. *See* Securities Industry and Financial Markets Association, Report on Management & Professional Earnings in the Securities Industry 2013.

15. Change in Burden

Rule 17a-10 has a current annual burden of 236 hours. We estimate the hour burden associated with rule 17a-10 has decreased by 199 hours to a total of 37 hours since our last burden analysis. This decrease is due to a change in our estimate of the number of new funds using subadvisers from 314 to 49. The external cost burden has not changed.

16. Information Collection Planned for Statistical Purposes

Not applicable.

17. Approval to Omit OMB Expiration Date

Not applicable.

18. Exceptions to Certification Statement for Paperwork Reduction Act

Submission

Not applicable.

B. COLLECTIONS OF INFORMATION EMPLOYING STATISTICAL METHODS

Not applicable.