

**SUPPORTING STATEMENT**  
**For the Paperwork Reduction Act Information Collection Submission for**  
**Rule 7d-1**

**A. JUSTIFICATION**

**1. Necessity for the Information Collection**

Section 7(d) of the Investment Company Act of 1940 (15 U.S.C. 80a-7(d)) (the “Act” or “Investment Company Act”) requires an investment company (“fund”) organized outside the United States (“foreign fund”) to obtain an order from the Commission allowing the fund to register under the Act before making a public offering of its securities through the United States mail or any means of interstate commerce. The Commission may issue an order only if it finds that it is both legally and practically feasible effectively to enforce the provisions of the Act against the foreign fund, and that the registration of the fund is consistent with the public interest and protection of investors.

Rule 7d-1 (17 CFR 270.7d-1) under the Act, which was adopted in 1954, specifies the conditions under which a Canadian management investment company (“Canadian fund”) may request an order from the Commission permitting it to register under the Act. Although rule 7d-1 by its terms applies only to Canadian funds, funds in other jurisdictions generally have agreed to comply with the requirements of rule 7d-1 as a prerequisite to receiving an order permitting the fund’s registration under the Act.

The rule requires Canadian funds that propose to register under the Act to file an application with the Commission that contains various undertakings and agreements by the fund. The requirement of the Canadian fund to file an application is a collection of

information under the Paperwork Reduction Act. Certain of the undertakings and agreements, in turn, impose the following additional information collection requirements:

- (1) the fund must file with the Commission agreements between the fund and its directors, officers, and service providers requiring them to comply with the fund's charter and bylaws, the Act, and certain other obligations relating to the undertakings and agreements in the application;
- (2) the fund and each of its directors, officers, and investment advisers that is not a U.S. resident, must file with the Commission an irrevocable designation of the fund's custodian in the United States as agent for service of process;
- (3) the fund's charter and bylaws must provide that (a) the fund will comply with certain provisions of the Act applicable to all funds, (b) the fund will maintain originals or copies of its books and records in the United States, and (c) the fund's contracts with its custodian, investment adviser, and principal underwriter, will contain certain terms, including a requirement that the adviser maintain originals or copies of pertinent records in the United States;
- (4) the fund's contracts with service providers will require that the provider perform the contract in accordance with the Act, the Securities Act of 1933 (15 U.S.C. 77a), and the Securities Exchange Act of 1934 (15 U.S.C. 78a), as applicable; and
- (5) the fund must file, and periodically revise, a list of persons affiliated with the fund, its investment adviser, and principal underwriter.

As noted above, under section 7(d) of the Act, the Commission may issue an order permitting a foreign fund's registration only if the Commission finds that "by reason of special circumstances or arrangements, it is both legally and practically feasible effectively to enforce the provisions of the (Act)." The information collection requirements are necessary to ensure that the substantive provisions of the Act may be enforced as a matter of contract right in the United States or Canada by the fund's shareholders or by the Commission.

Rule 7d-1 also contains certain information collection requirements that are associated with other provisions of the Act. These requirements are applicable to all registered funds and are outside the scope of this Supporting Statement.

## **2. Purposes and Use of the Information Collection**

The collection of information requirements (as well as other requirements) of rule 7d-1 are designed to ensure that appropriate arrangements are in place to confirm the enforceability of the Act against the Canadian fund. Under international law, for example, it is uncertain whether the Commission or a fund's shareholders could enforce the Act's provisions against the Canadian fund and associated persons (that is, those persons in addition to the fund, such as the Canadian fund's service providers, that must meet the requirements of rule 7d-1) solely on the basis of the Canadian fund's registration under the Act. Thus, rule 7d-1 requires foreign funds to file an application containing certain undertakings and agreements that confirm that the Commission and the fund's shareholders will be able to enforce the provisions of the Act as a matter of contract right in the United States or Canada. The application itself allows Commission staff to determine whether to permit the applicant to register under the Act.

In addition, the rule's requirement to maintain records in the United States (which, without the requirement, might be maintained in Canada or another foreign jurisdiction) facilitates routine inspections and any special investigations of the fund by Commission staff. The requirement to update the list of affiliated persons also assists the staff in monitoring the fund's relationships with affiliates.

## **3. Consideration Given to Information Technology**

Rule 31a-2(f) under the Investment Company Act permits funds to maintain many types of records (and produce them for the Commission's examination as necessary) on micrographic media, including microfilm, microfiche, or similar medium, or any electronic storage media, including any digital storage medium or system. Canadian funds and their advisers generally may keep records in the United States as required by rule 7d-1 in these forms.

The Commission's Electronic Data Gathering, Analysis, and Retrieval system ("EDGAR") is designed to automate the filing, processing, and dissemination of full disclosure filings. The system permits investment companies to transmit many filings to the Commission electronically, including applications for orders under the Investment Company Act, such as those submitted by Canadian or other foreign funds.

#### **4. Duplication**

The requirement under rule 7d-1 to maintain original or duplicate books and records in the United States is intended to ensure that the provisions of the Act can be enforced against a Canadian (or foreign) fund. Without the requirement, records could be maintained only in Canada. The Commission's ability to examine those records would depend upon Canadian law. The inconvenience and expense of travel to Canada also could adversely affect enforcement of the Act.

#### **5. Effect on Small Entities**

The Commission does not believe that compliance with rule 7d-1 is unduly burdensome for large or small entities. The information collection requirements of the rule apply to all Canadian funds that seek the benefit of registration under the Act, whether or not they are small entities. The requirements establish the enforceability of

the Act for all funds regardless of size, and in so doing, enable the Commission to fulfill its statutory mandate.

## **6. Consequences of Not Conducting Collection**

Rule 7d-1's requirement that Canadian funds file an application that contains certain undertakings and agreements as a prerequisite to the fund's registration under the Act is not a recurring obligation. The rule also imposes requirements to maintain records in the United States, and to update certain fund agreements, designations of the fund's custodian as service agent, and lists of affiliated persons as changes occur. Without the rule's information collection requirements, the Commission could not determine whether the substantive provisions of the Act would be enforceable as a matter of contract right in the United States by the fund's shareholders or by the Commission.

On occasion, after a Canadian (or other foreign fund) has registered, it may file a supplemental application seeking special exemptive relief from provisions of the Act based on the fund's particular circumstances. Rule 7d-1 does not mandate these applications, which are submitted at a fund's discretion.

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

By requiring funds to maintain records in the United States, rule 7d-1 effectively requires the fund to preserve these records either permanently or for six years after pertinent transactions, depending on the record. This requirement applies to the records of all registered funds, including any records maintained in Canada.<sup>1</sup>

The Commission believes that the long-term retention of records in the United States is necessary to carry out its examination and enforcement responsibilities, and its

---

<sup>1</sup> 17 CFR 270.7d-1(b)(8)(iii); 17 CFR 270.31a-2.

mandate to ensure that the Act's provisions are legally enforceable. The Commission periodically inspects the operations of registered funds to ensure compliance with the rules and regulations under the Act; however, each fund may be inspected only at intervals of several years due to limits on the Commission's resources. Furthermore, Congress has placed no time limit on the prosecution of persons engaged in certain types of conduct that violate the securities laws. For these reasons, the Commission often needs information relating to events or transactions that occurred years ago. In section 31(a) of the Act (15 U.S.C. 80a-30(a)), Congress specifically authorized the Commission to require funds to "maintain and preserve" books and records "for such period or periods as the Commission, by rules and regulations, may prescribe as necessary or appropriate in the public interest or for the protection of investors." Computerized record storage has made long-term retention of records less burdensome.

#### **8. Consultation Outside the Agency**

The Commission proposed rule 7d-1 for public comment before it was adopted on April 27, 1954. The requirements of the rule were formulated after extended discussions with Canadian funds that had applied for orders permitting registration before the rule was adopted. The Commission considered all comments and suggestions and determined to adopt the rule's information collection requirements substantially as proposed. Subsequent amendments have not significantly altered the rule's information collection requirements. The Commission requested public comment on the collection of information requirements in rule 7d-1 before it submitted this request for extension and approval to the Office of Management and Budget. The Commission received no comments.

**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 agency has determined that the information collection does not constitute a system of records for purposes of the Privacy Act. Information is not retrieved by a personal identifier. In accordance with Section 208 of the E-Government Act of 2002, the agency has conducted a Privacy Impact Assessment (PIA) of the EDGAR system. The EDGAR PIA, published on 03/06/2025, is provided as a supplemental document and is also available at <https://www.sec.gov/privacy>.

**12. Burden of Information Collection**

The Commission staff estimates that one foreign fund is registered under the Act pursuant to rule 7d-1 and is currently active. The burden hours under the rule associated with the fund's compliance with the Act's requirements are reflected in the information collection burdens applicable to those requirements for all registered funds. If a fund were to file an application under rule 7d-1 to register under the Act, the Commission estimates that the rule would impose initial information collection burdens (for example, for filing an application, preparing the specified charter, bylaw, and contract provisions, designations of agents for service of process, and an initial list of affiliated persons, and establishing a means of keeping records in the United States) of approximately 90 hours

for the fund and its associated persons. As noted above, after registration, a Canadian fund may file a supplemental application seeking special relief designed for the fund's particular circumstances. Rule 7d-1 does not mandate these applications. The Commission is not including these applications in its calculation of the annual burden because no fund has applied to register under the Act pursuant to rule 7d-1 in the last three years.

These estimates of average burden hours are made solely for the purposes of the Paperwork Reduction Act. These estimates are not derived from a comprehensive or even a representative survey or study of Commission rules. Commission staff estimates the burden of the rule as set forth in Table 1 below:

	<b>Number of affected funds</b>	<b>Internal annual burden hours</b>	<b>Wage rate<sup>1</sup></b>	<b>Internal time costs</b>	<b>Annual external cost burden<sup>2</sup></b>
Rule 7d-1	1	5 hours	\$1,910	\$9,550	\$5,256
<b>TOTAL ANNUAL BURDEN</b>		5 hours		\$9,550	\$5,256

<sup>1</sup> This estimated burden is from Securities Industry and Financial Markets Association's Management & Professional Earnings in the Securities Industry 2013, modified by Commission staff to account for an 1800-hour work-year and inflation, and multiplied by 5.35 to account for bonuses, firm size, employee benefits and overhead ("SIFMA Wage Report"). The wage rate reflects current estimates from the SIFMA Wage Report of the blended hourly rate for a compliance attorney (\$449), an attorney (\$511), and Board of Directors as a whole (\$4,770).  $(\$449 + \$511 + \$4,770) / 3 = \$1,910$ . The Board of Directors wage rate is not from the SIFMA Wage Report but is a staff estimate. It is a combined cost for the entire board (not a per board member cost). This estimate assumes an average of 9 board members per board.

<sup>2</sup> This estimated burden is based on the estimated wage rate of \$584 per hour for 9 hours outside legal services. The Commission's estimates of the relevant wage rates for external time costs, such as outside legal services, take into account staff experience, a variety of sources including general information websites, and adjustments for inflation.

### **13. Cost to Respondents**

Cost burden is the cost of goods and services purchased to comply with rule 7d-1, such as legal and accounting services. The cost burden does not include the hour burden



discussed in Item 12 above. As outlined in the table above, we estimate the total external cost burden to comply with rule 7d-1 to be \$5,256.

If a Canadian or other foreign fund in the future applied to register under the Act under rule 7d-1, the fund initially might have capital and start-up costs (not including hourly burdens) of an estimated \$20,000 to comply with the rule's initial information collection requirements. These costs include legal and processing-related fees for preparing the required documentation (such as the application, charter, bylaw, and contract provisions, designations for service of process, and the list of affiliated persons). Other related costs would include fees for establishing arrangements with a custodian or other agent for maintaining records in the United States, copying and transportation costs for records, and the costs of purchasing or leasing computer equipment, software, or other record storage equipment for records maintained in electronic or photographic form.

The Commission expects that the fund and its sponsors would incur these costs immediately, and that the annualized cost of the expenditures would be \$20,000 in the first year. Some expenditures might involve capital improvements, such as computer equipment, having expected useful lives for which annualized figures beyond the first year would be meaningful. These annualized figures are not provided, however, because, in most cases, the expenses would be incurred immediately rather than on an annual basis. As indicated above, a Canadian or foreign fund may file a supplemental application seeking special relief designed for the fund's particular circumstances. Rule 7d-1 does not mandate these applications. The Commission is not including these costs because no fund has made an application under rule 7d-1 in the last three years.

#### **14. Cost to the Federal Government**

Rule 7d-1 has imposed minimal costs on the federal government for reviewing the small number of applications and supporting documents filed with the Commission under the rule since 1954. No new fund has applied under rule 7d-1 to register under the Act in the last three years. The Commission staff in the Division of Investment Management processes these and other exemptive applications. The annual cost of reviewing and processing all applications under the Investment Company Act for orders from the Commission for exemptive relief amounted to approximately \$11.0 million in fiscal year 2023 based on the Commission's computation for the value of staff time devoted to these activities and related overhead. The Commission receives occasional reports updating lists of affiliated persons as required by the rule.

#### **15. Changes in Burden**

The estimated burden has increased as follows.

**Table 2: CHANGE IN BURDEN ESTIMATES**

<b>Rule 7d-1</b>	<b>Annual No. of Responses</b>			<b>Annual Time Burden (Hrs.)</b>			<b>Burden Cost Burden (\$)</b>		
	<i>Previously approved</i>	<i>Requested</i>	<i>Change</i>	<i>Previously approved</i>	<i>Requested</i>	<i>Change</i>	<i>Previously approved</i>	<i>Requested</i>	<i>Change</i>
Rule 7d-1	1	1	0	4.42	5	0.58	\$5,130	\$5,256	\$126

We have revised the estimates to reflect changes in the number of affected entities and in the external cost associated with the information collection requirements. These changes reflect revised estimates and burdens attributable to requirements under the rule.

#### **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  
Submissions**

Not applicable.

**B. COLLECTIONS OF INFORMATION EMPLOYING STATISTICAL  
METHODS**

Not applicable.