the proposed maximum aggregate offering price for that class of securities and the amount of registration fee need to appear in the Calculation of Registration Fee table. Any difference between the dollar amount of securities registered for such offerings and the dollar amount of securities sold may be carried forward on a future registration statement pursuant to Rule 429 under the Securities Act.

General Instructions

IV. Registration of Additional Securities

With respect to offerings registered pursuant to Rule 462(b) under the Securities Act, the registrant may file a registration statement consisting only of the following: the facing page; a statement that the contents of the earlier registration statement, identified by file number, are incorporated by reference; required opinions and consents; the signature page; and any information required in the new registration statement that is not in the earlier registration statement. Any opinion or consent required in such a registration statement may be incorporated by reference from the earlier registration statement with respect to the offering, if: (i) such opinion or consent expressly provides for such incorporation; and (ii) such opinion relates to the securities registered pursuant to Rule 462(b). See Rule 411(c) and Rule 439(b) under the Securities Act.

PART 240—GENERAL RULES AND **REGULATIONS, SECURITIES EXCHANGE ACT OF 1934**

28. The authority citation for part 240 continues to read in part as follows:

Authority: 15 U.S.C. 77c, 77d, 77g, 77j, 77s, 77eee, 77ggg, 77nnn, 77sss, 77ttt, 78c, 78d, 78i, 78j, 78l, 78m, 78n, 78o, 78p, 78q, 78s, 78w, 78x, 78ll(d), 79q, 79t, 80a-20, 80a-23, 80a-29, 80a-37, 80b-3, 80b-4 and 80b-11, unless otherwise noted.

* * *

29. Section 240.15c2-8(b) is amended by revising the phrase "mailing" to read

30. Section 240.15c2–8(c) is amended by revising the phrase "mail" to read

'send''.

31. Section 240.15c2-8(d) is amended by revising the phrase "mail" to read send".

32. Section 240.15c2-8 is amended by adding paragraph (j) to read as follows:

§ 240.15c2-8 Delivery of prospectus.

(j) For purposes of this section, the term *preliminary* prospectus shall include the term prospectus subject to completion as used in 17 CFR 230.434(f), and the term final prospectus shall include the term Section 10(a) prospectus as used in 17 CFR 230.434(f).

33. Amend § 240.15c6–1 by revising the phrase "paragraph (b)" contained in paragraph (a) to read "paragraphs (b), (d), and (e)"; by revising the phrase "Paragraph (a)" contained in the introductory text of paragraph (b) to read "Paragraphs (a) and (d)"; by revising the phrase "the sale for cash of securities" contained in paragraph (b)(2) to read "the sale for cash of asset-backed securities or structured securities"; and by adding paragraphs (c), (d), and (e) to read as follows:

§ 240.15c6-1 Settlement cycle.

*

(c) For purposes of this section:

(1) Asset-backed security means an asset-backed security as defined in General Instruction I.B.5 of Form S-3 (§ 239.13 of this chapter); and

(2) Structured security means a security whose cash flow characteristics depend upon one or more indices or that have imbedded forwards or options or a security where an investor's investment return and the issuer's payment obligations are contingent on, or highly sensitive to, changes in the value of underlying assets, indices, interest rates or cash flows.

(d) Paragraph (a) of this section shall not apply to securities that are sold pursuant to a firm commitment underwritten offering registered under the Securities Act of 1933 and that are priced after 4:30 p.m. Eastern time on the date such securities are priced,

provided that a broker or dealer shall not effect or enter into a contract for the purchase or sale of such securities that provides for payment of funds and delivery of securities later than the fourth business day after the date of the contract unless otherwise expressly agreed to by the parties at the time of the transaction.

- (e) For purposes of paragraphs (a) and (d) of this section, the parties to a contract shall be deemed to have expressly agreed to an alternate date for payment of funds and delivery of securities at the time of the transaction for a contract for the sale for cash of securities pursuant to a firm commitment offering registered under the Securities Act of 1933 if:
- (1) The alternate date is no later than the fifth business day after the date of the contract:
- (2) The managing underwriter has selected such date for all securities sold pursuant to such offering;
- (3) Information disclosing the alternate date is contained in a written notice sent or given to all prospective purchasers on or before the date the securities which are sold pursuant to such offering are priced;
- (4) The managing underwriter provides written notification to all exchanges on which the securities are listed and all registered securities associations through which quotations for such securities are disseminated prior to the date the securities which are sold pursuant to such offering are priced; and
- (5) The parties to the contract have not expressly agreed to another date for payment of funds and delivery of securities at the time of the transaction.

Dated: February 21, 1995. By the Commission. Margaret H. McFarland, Deputy Secretary. [FR Doc. 95-4647 Filed 2-24-95; 8:45 am] BILLING CODE 8010-01-P