Appendix 3

For Release Monday, December 18, 1967

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C.

ASIAN DEVELOPMENT BANK ACT
Release No. 1

SECURITIES ACT OF 1933
Release No. 4889

SECURITIES EXCHANGE ACT OF 1934
Release No. 8209

TRUST INDENTURE ACT OF 1939
Release No. 242

ADOPTION OF REGULATION AD

The Securities and Exchange Commission today adopted rules and regulations specifying the periodic and other reports to be filed with it by the Asian Development Bank. This action is taken pursuant to Section 11(a) of the Asian Development Bank Act.

Section 11 of the above-mentioned Act exempts from registration under both the Securities Act of 1933 and the Securities Exchange Act of 1934 securities issued in connection with the raising of funds for inclusion in the Bank's ordinary capital resources and securities guaranteed as to both principal and interest by the Bank. However, the Bank is required to file with the Commission such annual and other reports with respect to such securities as the Commission shall determine to be appropriate in view of the special character of the Bank and its operations and necessary in the public interest or for the protection of investors. It would appear that an exemption is available under the Trust Indenture Act of 1939.

The new rules and regulations adopted today require the Bank to file with the Commission substantially the same information, documents and reports as would be required if the Bank had securities registered under the Securities Exchange Act of 1934. The Bank is also required to file a report with the Commission not less than seven days prior to the date on which any of its primary obligations are sold to the public in the United States, or such shorter period as the Commission may authorize. This report and the periodic reports to be filed will make available at the Commission information quite similar to the information which would be required in a registration statement under the Securities Act of 1933.

The Commission is informed by the Bank that no public offering of securities guaranteed by the Bank is presently contemplated. Accordingly, the new rules, insofar as they require the reporting of the proposed public sale of securities, are limited to the sale of primary obligations of the Bank. Rules with respect to reporting the proposed sale of securities guaranteed by the Bank will be adopted by the Commission when the need therefor arises.

The new regulation, which is designated Regulation AD, was adopted pursuant to Section 11(a) of the Asian Development Bank Act, the Commission finding such action appropriate in view of the special character of the Asian Development Bank and its operations and necessary in the public interest and for the protection of investors. The text of the regulation follows.

REGULATION AD

RULE 1. *Applicability of Regulation.*

Regulation AD prescribes the reports to be filed with the Securities and Exchange Commission by the Asian Development Bank pursuant to Section 11(a) of the Asian Development Bank Act.

RULE 2. *Periodic Reports.*

(a) Within 60 days after the end of each of its fiscal quarters, the Bank shall file with the Commission the following information:

(1) Information as to any purchases or sales by the Bank of its primary obligations during such quarter.

(2) Copies of the Bank's regular quarterly financial statement.

(3) Copies of any material modifications or amendments during such quarter of any exhibits (other than (i) constituent documents defining the rights of holders of securities of other issuers guaranteed by the Bank, and (ii) loans and guaranty agreements to which the Bank is a party) previously filed with the Commission under any statute.

(b) Copies of each annual report of the Bank to its Board of Governors shall be filed with the Commission within 10 days after the submission of such report to the Board of Governors.

RULE 3. *Reports with Respect to Proposed Distribution of Primary Obligations.*

The Bank shall file with the Commission, not less than seven days prior to the date on which it proposes to sell any of its primary obligations in connection with a distribution of such obligations in the United States, or such shorter period as the Commission may authorize, a report containing the information and documents specified in Schedule A below. The term "sell" as used in this rule and in Schedule A means the making of a completed sale or a firm commitment to sell.

RULE 4. *Preparation and Filing of Reports.*

(a) Every report required by this regulation shall be filed under cover of a letter of transmittal which shall state the nature of the report and indicate the particular rule and subdivision thereof pursuant to which the report is filed. At least the original of every such letter shall be signed on behalf of the Bank by a duly authorized officer thereof.

(b) Two copies of every report, including the letter of transmittal, exhibits and other papers and documents comprising a part of the report, shall be filed with the Commission.

(c) The report shall be in the English language. If any exhibit or other paper or document filed with the report is in a foreign language, it shall be accompanied by a translation into the English language.

(d) Reports pursuant to Rule 3 may be filed in the form of a prospectus to the extent that such prospectus contains the information specified in Schedule A.

SCHEDULE A

This schedule specifies the information and documents to be furnished in a report pursuant to Rule 3 with respect to a proposed distribution of primary obligations of the Bank. Information not available at the time of filing the report shall be filed as promptly thereafter as possible.