

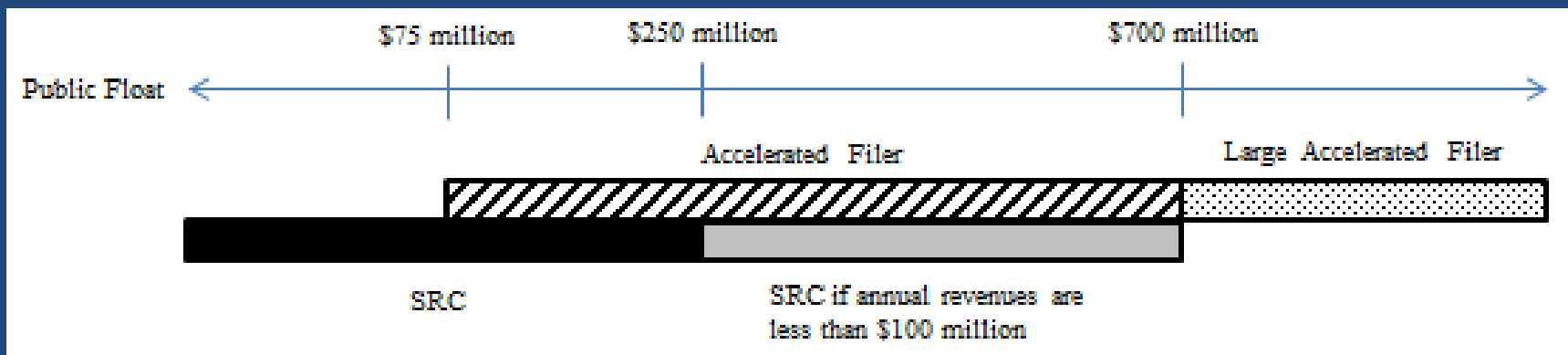


Amendments to the Accelerated Filer and Large Accelerated Filer Definitions Proposing Release

These slides provide copies of the figures and tables contained in the Commission's discussion of the proposed amendments (Section II of the proposing release).

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Figure 1: Definitions of SRC, Accelerated Filer, and Large Accelerated Filer after the SRC Amendments*



* This figure illustrates the current relationship among the SRC, Accelerated Filer, and Large Accelerated Filer definitions. This figure does not illustrate the proposed changes to the Accelerated Filer and Large Accelerated Filer definitions.

Table 1: Current and Proposed Accelerated Filer and Large Accelerated Filer Conditions

Current Accelerated Filer Conditions	Proposed Accelerated Filer Conditions
The issuer has a public float of \$75 million or more, but less than \$700 million, as of the last business day of the issuer's most recently completed second fiscal quarter.	Same.
The issuer has been subject to the requirements of Exchange Act Section 13(a) or 15(d) for a period of at least twelve calendar months.	Same.
The issuer has filed at least one annual report pursuant Exchange Act Section 13(a) or 15(d).	Same.
	The issuer is not eligible to use the requirements for SRCs under the revenue test in paragraphs (2) or (3)(iii)(B), as applicable, of the "smaller reporting company" definition in Rule 12b-2.

Current Large Accelerated Filer Conditions	Proposed Large Accelerated Filer Conditions
The issuer has a public float of \$700 million or more, as of the last business day of the issuer's most recently completed second fiscal quarter.	Same.
The issuer has been subject to the requirements of Exchange Act Section 13(a) or 15(d) for a period of at least twelve calendar months.	Same.
The issuer has filed at least one annual report pursuant Exchange Act Section 13(a) or 15(d).	Same.
	The issuer is not eligible to use the requirements for SRCs under the revenue test in paragraphs (2) or (3)(iii)(B), as applicable, of the "smaller reporting company" definition in Rule 12b-2.

Table 2: Existing Relationships between SRCs and Non-Accelerated and Accelerated Filers

Existing Relationships between SRCs and Non-Accelerated and Accelerated Filers		
Status	Public Float	Annual Revenues
SRC and Non-Accelerated Filer	Less than \$75 million	N/A
SRC and Accelerated Filer	\$75 million to less than \$250 million	N/A
	\$250 million to less than \$700 million	Less than \$100 million
Accelerated Filer (not SRC)	\$250 million to less than \$700 million	\$100 million or more

Table 3: Proposed Relationships between SRCs and Non-Accelerated and Accelerated Filers

Proposed Relationships between SRCs and Non-Accelerated and Accelerated Filers		
Status	Public Float	Annual Revenues
SRC and Non-Accelerated Filer	Less than \$75 million	N/A
	\$75 million to less than \$700 million	Less than \$100 million
SRC and Accelerated Filer	\$75 million to less than \$250 million	\$100 million or more
Accelerated Filer (not SRC)	\$250 million to less than \$700 million	\$100 million or more

Table 4: Subsequent Determination of Filer Status Based on Public Float under Existing Requirements

Existing Requirements			
Initial Public Float Determination	Resulting Filer Status	Subsequent Public Float Determination	Resulting Filer Status
\$700 million or more	Large Accelerated Filer	\$500 million or more	Large Accelerated Filer
		Less than \$500 million but \$50 million or more	Accelerated Filer
		Less than \$50 million	Non-Accelerated Filer
Less than \$700 million but \$75 million or more	Accelerated Filer	Less than \$700 million but \$50 million or more	Accelerated Filer
		Less than \$50 million	Non-Accelerated Filer

Table 5: Subsequent Determination of Filer Status Based on Public Float under Proposed Amendments

Proposed Amendments to the Public Float Thresholds			
Initial Public Float Determination	Resulting Filer Status	Subsequent Public Float Determination	Resulting Filer Status
\$700 million or more	Large Accelerated Filer	\$560 million or more	Large Accelerated Filer
		Less than \$560 million but \$60 million or more	Accelerated Filer
		Less than \$60 million	Non-Accelerated Filer
Less than \$700 million but \$75 million or more	Accelerated Filer	Less than \$700 million but \$60 million or more	Accelerated Filer
		Less than \$60 million	Non-Accelerated Filer