

**IN THE  
UNITED STATES COURT OF APPEALS  
FOR THE DISTRICT OF COLUMBIA CIRCUIT**

_____	)	
NATIONAL ASSOCIATION OF	)	
MANUFACTURERS, CHAMBER	)	
OF COMMERCE OF THE UNITED	)	
STATES OF AMERICA, BUSINESS	)	
ROUNDTABLE	)	
	)	
Petitioners,	)	
	)	No. 12-1422
vs.	)	
	)	
UNITED STATES SECURITIES	)	
AND EXCHANGE COMMISSION,	)	
	)	
Respondent.	)	
	)	
_____	)	

**PRELIMINARY STATEMENT OF ISSUES**

Pursuant to the Clerk’s Order of October 22, 2012, Petitioners the National Association of Manufacturers, the Chamber of Commerce of the United States of America, and Business Roundtable file this preliminary Statement of Issues:

1. Whether the Commission’s economic analysis of Rule 13p-1 and Form SD is inadequate, in violation of 15 U.S.C. § 78c(f), 15 U.S.C. § 78w(a)(2), and 5 U.S.C. § 603.
  
2. Whether the Commission’s refusal to adopt a *de minimis* exception to Rule 13p-1 is erroneous, arbitrary and capricious, or an abuse of discretion.

3. Whether the Commission's interpretation of 15 U.S.C. § 78m(p)(2)(B) as including non-manufacturers who "contract to manufacture" products is erroneous, arbitrary and capricious, or an abuse of discretion.

4. Whether the Commission's interpretation of "did originate" in 15 U.S.C. § 78m(p)(1)(A) as "reason to believe . . . may have originated" is erroneous, arbitrary and capricious, or an abuse of discretion.

5. Whether the standard and requirements imposed by Rule 13p-1's "reasonable country of origin inquiry" are erroneous, arbitrary and capricious, or an abuse of discretion.

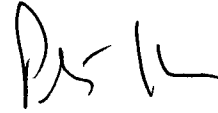
6. Whether the structure of the transition period established by the rule is erroneous, arbitrary and capricious, or an abuse of discretion.

7. Whether 15 U.S.C. § 78m(p) compels speech in violation of the First Amendment to the United States Constitution.

8. Whether the Commission otherwise acted in a manner that was arbitrary and capricious, an abuse of discretion, unlawful, or contrary to a constitutional right within the meaning of the Administrative Procedure Act, 5 U.S.C. § 706, or other applicable law in adopting Rule 13p-1 and Form SD.

Dated: November 21, 2012

Respectfully submitted,



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Peter D. Keisler  
*Counsel of Record*  
Jonathan F. Cohn  
Sidley Austin LLP  
1501 K St., NW  
Washington, DC 20005  
202.736.8027  
*Counsel for Petitioners  
the National Association  
of Manufacturers, the  
Chamber of Commerce of  
the United States of  
America, and Business  
Roundtable*

*Of Counsel:*  
Robin S. Conrad  
Rachel L. Brand  
National Chamber  
Litigation Center, Inc.  
1615 H St., NW  
Washington, DC 20062  
202.463.5337  
*Counsel for Petitioner the  
Chamber of Commerce of  
the United States of  
America*

*Of Counsel:*  
Quentin Riegel  
National Association of  
Manufacturers  
733 10th St., NW, Suite  
700  
Washington, DC 20001  
202.637.3000  
*Counsel for Petitioner the  
National Association of  
Manufacturers*

*Of Counsel:*  
Maria Ghazal  
Business Roundtable  
300 New Jersey Ave.,  
NW,  
Suite 800  
Washington, DC 20001  
202.496.3268  
*Counsel for Petitioner  
Business Roundtable*