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David A. Stawick
Secretary
Commodity Futures Trading Commission
Three Lafayette Center
1155 21st Street, NW
Washington, DC 20581

Re: Exemptive Order Regarding Compliance With Certain Swap Regulations, RIN 3038-AD85

Dear Secretary Stawick:

The Institute of International Bankers (the "Institute") appreciates the consideration by the Commodity Futures Trading Commission (the "Commission") of this response to the Commission's July 12 proposed Exemptive Order.[1] The Institute and its member organizations support the efforts of the Commission and its counterparts in other jurisdictions to prevent recurrence of the events of the recent financial crisis by reducing systemic risk and increasing transparency in the OTC derivatives markets. In order for these goals to be pursued in a manner that uses the resources of both the Commission and global firms appropriately, we respectfully request that the proposed Exemptive Order be modified in several respects, and that it be issued as soon as possible. The combined effects of a fast approaching deadline for provisional registration, overbreadth of certain elements of the Commission's recently proposed cross-border Guidance,[2] and gaps in the proposed Exemptive Order, raise the prospect of widespread disarray among regulated firms. There is urgent need for additional exemptive relief through modification of the Exemptive Order in the manner we describe below.

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[1] 77 Fed. Reg. 41110 (Jul. 12, 2012) ("Exemptive Order").

[2] *See* Cross-Border Application of Certain Swaps Provisions of the Commodity Exchange Act, 77 Fed. Reg. 41214 (Jul. 12, 2012) ("Guidance"). References to the "Transaction-Level Requirements" and "Entity-Level Requirements" in this letter are to the same categories as defined in the Guidance and the Exemptive Order.

The Institute greatly appreciates the Commission's efforts throughout the rulemaking process in meeting with industry representatives and considering many of our concerns as reflected in the proposed Guidance and Exemptive Order. In particular, we welcome the Commission's proposed distinction between Entity-Level and Transaction-Level Requirements, its recognition of the availability of substituted compliance for certain requirements, and its approach to phased implementation of Entity-Level Requirements to allow time for regulators in non-U.S. jurisdictions to implement comparable swaps regulation. Global firms, as well, have devoted very extensive resources to preparing for implementation of Title VII, even in the presence of significant uncertainties as to the ultimate content of the Commission's rules. Both before the issuance of the proposed Guidance and in the last month since the Guidance and Exemptive Order were proposed, extensive efforts have been made to update standard derivatives and counterparty relationship documentation, prepare reporting and recordkeeping systems, work with clearing and trading platforms to develop necessary infrastructure and to establish appropriate internal governance and control standards.

Despite the efforts of both the Commission and global firms, however, without modified exemptive relief, the proposed Guidance and other features of the Commission's rules adopted to date will create unrealistic and unwarranted compliance burdens. The compliance date for the Commission's provisional registration rule will occur in just over two months, when many aspects of the final Guidance will remain uncertain, and within only a few months after the Commission's adoption of the core elements of dealer registration requirements and swap product definitions.[3] In this context, the issues we describe below, especially when their cumulative effects are considered, raise substantial compliance concerns that justify modification of the Exemptive Order.

The Institute is not asking that the relief requested be coterminous with the duration of the Exemptive Order, e.g., July 12, 2013. Rather, we are asking for targeted interim relief from certain aspects of the Commission's registration and definitional rules, in particular from the aggregation component of the swap dealer *de minimis* exception. We are also asking for certain other targeted relief relating to National Futures Association ("NFA") registration requirements, as discussed more fully in Part B below. The sooner the Exemptive Order is finalized with these modifications, the sooner global firms can finalize their plans and register with the Commission.

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[3] The Guidance was closely preceded by publication of the Commission's final entity definitions in May of this year, and proposal of the Guidance was followed almost immediately by adoption of the "product definitions," not yet published in the Federal Register, on July 10. *See* Further Definition of ''Swap Dealer,'' ''Security-Based Swap Dealer,'' ''Major Swap Participant,'' ''Major Security-Based Swap Participant'' and ''Eligible Contract Participant'' 77 Fed. Reg. 30596 (May 23, 2012) ("Entity Definitions"); Further Definition of "Swap," "Security-Based Swap," and "Security-Based Swap Agreement"; Mixed Swaps; Security-Based Swap Agreement Recordkeeping, available at: http://www.cftc.gov/LawRegulation/DoddFrankAct/Dodd-FrankFinalRules/ssLINK/federalregister071012c ("Product Definitions").

A. The Exemptive Order Should Modify the Definition of U.S. Person.

The proposed Exemptive Order would incorporate the definition of "U.S. person" contained in the proposed Guidance. This proposed U.S. person definition makes it difficult to assess U.S. person status, especially as the proposed definition is more expansive than other Commission and SEC definitions of U.S. person, contains certain ambiguities and would require swap dealers and other market participants to collect new information and incorporate it in their processes and systems for categorizing counterparties.

The most difficult aspects in this respect relate to the treatment of funds. First, under a "majority ownership" test, non-U.S. funds are classified as U.S. persons if a majority of their ownership is held, directly or indirectly, by U.S. persons, even if all their assets are held and operations occur outside the United States. The Guidance sets forth no detail on how to apply this "directly or indirectly" standard, and firms may simply have no way to obtain the information required to assess this criterion, especially within the short time frame before registration is required. In addition, under the proposed U.S. person definition, even a fund that lacks significant U.S. ownership would still be considered a U.S. person where its commodity pool operator ("CPO") would be required to register as a CPO. Commission Rule 3.10 exempts non-U.S. CPOs only if their transactions are executed "on behalf of persons located outside the United States, its territories or possessions" – meaning that a non-U.S. fund with even ***one*** U.S.-based owner would not be eligible for exemption. Again, firms cannot realistically assess whether each and every one of the shareholders of their fund counterparties is located outside the United States.

Additional uncertainties exist under the proposed Guidance and the Exemptive Order with respect to the treatment of foreign branches of U.S. persons. The Guidance proposes to define foreign branches of U.S. persons as U.S. persons for many aspects of the Guidance, but the Exemptive Order effectively treats some foreign branches of U.S. persons as non-U.S. persons for purposes of their own compliance obligations. Both the Guidance and the Exemptive Order also treat branches differently from non-U.S. subsidiaries whose swap obligations are guaranteed by a U.S. person, which is an important issue to be addressed through the comment process for the Guidance that ought not to be pre-determined by the differential application of Commission rules during the term of the Exemptive Order. The Exemptive Order also does not address the status under the definition of foreign agents acting for U.S. person principals.

Both in the case of funds and branches and agents, an overbroad "U.S. person" definition, particularly one adopted before the Commission has had time to reflect the comments it will receive on the proposed Guidance, will result in substantial competitive and other market distortions. U.S. investors, asset managers and dealers will face reduced access to foreign markets, and foreign markets will sustain significantly diminished liquidity due to the exit of participants with sometimes only tangential U.S. connections.

Moreover, it is important for the Commission to recognize that swap market participants have not previously been under any regulatory obligation to identify whether they or their counterparties qualify as U.S. persons. As a result, there is neither any industry standard convention nor regulatory precedent upon which market participants have historically relied in this area. To be sure, market participants commonly collect some types of information that would be relevant to this analysis for other purposes, such as their anti-money laundering, know your counterparty and tax obligations. However, because these obligations differ from participant to participant, practice is not uniform in this area. It also is typically limited to the collection of minimum, basic information such as residence, jurisdiction of organization and in some, but not all, cases, principal place of business. Therefore, to implement any definition of "U.S. person" that departs from these existing criteria, the market as a whole will need sufficient time to implement relevant documentation conventions and diligence processes.

To address these issues, we request that the Exemptive Order implement a staged approach to the U.S. person definition for Title VII purposes[4] that recognizes the substantial time that will be required to assess the U.S. person status of counterparties:

- Until an appropriate period after the final Exemptive Order is issued, a swap dealer or other market participant should be permitted to treat its swap counterparty as a non-U.S. person if the counterparty (1) is not (a) a natural person who is a resident of the United States or (b) a corporation, partnership, LLC, business or other trust, association, joint-stock company, fund, or any other form of enterprise similar to any of the foregoing that is organized or incorporated under the laws of, or has its principal place of business in[5], the United States, or (2) is a foreign branch, office or agency of a U.S. person.[6]

- After this initial period, market participants would be permitted under the Exemptive Order and until the Guidance is adopted in final form, to rely on the definition described in the preceding bullet, except that a fund would be defined as a U.S. person where (1) it is organized under the laws of the United States, (2)

[4] The U.S. person definition, as proposed herein, should be adopted by the Commission for all purposes involving the registration and regulation of swap dealers and major swap participants under Title VII, as well as requirements applicable more generally to registrants and non-registrants alike (e.g., mandatory clearing, trading, reporting and recordkeeping).

[5] We note that some of our members may not currently have the operational capacity to track whether their counterparties' principal place of business is in the United States, and so may need individualized relief from this aspect of the proposed interim definition.

[6] However, if a U.S. person registers as a swap dealer or major swap participant, then its foreign branches, offices and agencies would be subject to all applicable Entity-Level Requirements applicable to the U.S. person and would be subject to Transaction-Level Requirements for their swaps with U.S. persons.

it is operated in the United States (but without regard to whether it has a U.S. investment manager) or (3) the fund's counterparty reasonably determines, based on a representation made by the fund or otherwise, that a majority of the fund's equity interests in the fund are held directly by U.S. persons.

- Once the final Guidance is adopted, the U.S. person definition adopted under that Guidance would apply. In this regard, we believe it would be appropriate for the Commission to adopt a final definition that is consistent with the interim definition described in the preceding bullets. In our view, the definition effectively balances implementability and competitiveness considerations, on the one hand, with mitigation of systemic risk and evasion, on the other. In any event, if the Commission's final definition departs from the interim definition, it may need to extend the Exemptive Order to allow sufficient time for the market to modify its conventions to incorporate the revisions.

B. The Exemptive Order Should Adopt a Transitional Swap Dealer Registration Regime.

Both the recently adopted Entity Definitions and the proposed Guidance present a number of significant uncertainties and challenges for global firms in identifying which legal entities will be required to register as swap dealers. Absent expanded relief on these issues as part of the final Exemptive Order, firms will face a dilemma between registering entities that may ultimately not be subject to registration once the Guidance is finalized or inadvertently violating the registration requirement. "Over"-registration should not be taken lightly: preparing to register an entity requires expenditure of significant legal, compliance and operational resources as well as approval from the entity's governing body and existing regulators, and will needlessly place material burdens on the limited resources of the Commission and NFA in administering the provisional registration regime and their overall supervisory responsibilities.

In the discussion below, we describe the key registration issues and suggest modifications to the Exemptive Order to adopt a transitional registration regime intended to facilitate the registration and compliance of those entities unambiguously within the scope of Title VII while avoiding the problems identified in this letter.

1. The Exemptive Order Should Modify the Aggregation Rule.

Under the Entity Definitions adopted by the Commission,[7] the swap dealer definition is subject to a *de minimis* test under which the registration requirement will not apply if the notional amount of "swap positions connected with [an entity's] dealing activities" is less than a threshold – $8 billion during an initial phase-in period (subject to a much lower threshold for swaps with certain special entities). However, as to any potential swap dealer, the positions

[7] Commission Regulations § 1.3(ggg)(1)(iii).

counted toward the threshold are not just the dealer's own positions but those of "any other entity controlling, controlled by or under common control with the person."[8] The aggregation rule was not part of the Entity Definitions as initially proposed by the Commission.[9]

In the proposed Guidance, the aggregation rule would require a non-U.S. swap dealer to aggregate any of its U.S.-person-facing positions with those of all of its non-U.S. affiliates that also deal with U.S. persons. Even U.S.-person-facing positions of already *registered* non-U.S. swap dealers are aggregated for purposes of the *de minimis* exception. We appreciate the steps taken by the Commission in not requiring aggregation of positions with U.S. affiliates. Nevertheless, as a result of the aggregation rule, any putative non-U.S. swap dealer who cannot verify that ***not one*** of its positions face U.S. persons may be required to register as a U.S. swap dealer, because its U.S.-facing positions – even if insignificant by themselves – will be aggregated with those of its *registered* principal non-U.S. swap dealing affiliate.

The aggregation rule thus greatly expands the possible range of affiliates which must be evaluated by firms to assess registration obligations. This evaluation process necessarily entails a significant amount of coordination across borders, time zones and languages for legal entities not previously thought to be within the scope of swap dealer registration before the aggregation rule was introduced in May 2012. As a result, firms are experiencing significant difficulty in gathering the relevant information and reconfiguring their registration plans within the short timeframe before the aggregation rule takes effect. These difficulties of the aggregation rule, as proposed, are compounded by uncertainties in the proposed Guidance's definition of "U.S. person," which determines both the extent of the positions that must be aggregated and the Transaction-Level Requirements that will be applicable to such positions.

The aggregation rule goes well beyond what is necessary in order to ensure that swap dealing is regulated where it significantly affects U.S. commerce in the aggregate. As a practical matter, the principal swap dealing affiliate of a global firm can be expected to register as a swap dealer. And for an affiliate with substantial U.S.-facing swap business, as discussed below, global firms can be expected to either transition such swap business to a registered swap dealer affiliate, or register the entity itself.

While we plan to address this issue more fully in our comments regarding the Guidance, we request that the Exemptive Order be modified pending finalization of the Guidance, and for a reasonable time thereafter, to reflect these considerations. During this period, the Commission should permit a legal entity to exclude the notional value of swap positions of an affiliate for purposes of the *de minimis* threshold where the relevant affiliate is

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[8] Commission Regulations § 1.3(ggg)(4).

[9] *See* Further Definition of ''Swap Dealer,'' ''Security-Based Swap Dealer,'' ''Major Swap Participant,'' ''Major Security-Based Swap Participant'' and ''Eligible Contract Participant'', 75 Fed. Reg. 80174, 80212 (Dec. 21, 2010).

either (1) a registered swap dealer or (2) a Transition Affiliate as described below – *i.e.*, it has undertaken to either transfer its positions or swap dealer activities to an affiliate which is registered as a swap dealer, or to register as a swap dealer itself, after a specified period. In addition, similar to its approach in other contexts, the Commission should delegate authority to its staff to consider an application by a swap dealer for an alternative schedule for compliance by its affiliates with the aggregation rule, which application would be deemed approved if not acted on within 30 days.

2. The Exemptive Order Should Exempt Transition Affiliates.

One adjustment by global firms to the scope of the swap dealer or major swap participant ("MSP") registration requirements and compliance obligations raised by the proposed Guidance has been for less active affiliates to plan to transfer swap positions to their principal swap dealing affiliate. However, such transfers frequently require a party to pursue counterparty consent and entail compliance with non-U.S. regulatory requirements, in a manner that will require additional time past the currently required date for provisional registration, and will also require comparison with the alternative of registration. It would be a waste of resources for a firm to register as a swap dealer or MSP where it is in the process of transferring its positions with U.S. counterparties or its U.S. swap dealer activities to another U.S. registered affiliate, and it should not be necessary for an affiliate to discontinue its swap dealing business while a transition plan is pursued, in order to be relieved from registration.

Accordingly, we request that the Exemptive Order be modified to allow firms additional time past the required swap dealer and MSP registration date for specified "Transition Affiliates." A "Transition Affiliate" would be defined as an affiliate of a registered swap dealer for which such swap dealer undertakes to the Commission, based on an agreement between such swap dealer and the relevant affiliate, that within a specified transition period either (1) the affiliate will effect a transfer of the affiliate's U.S. swap dealing positions or activities to the registered swap dealer[10] or (2) the affiliate will itself register as a swap dealer.

3. The Exemptive Order Should Narrow the Scope of the Registration Process for Non-U.S. Registered Swap Dealers.

The registration process itself, including Forms 7-R and 8-R, implicate the governance and prudential supervision of a non-U.S. person in ways that are inconsistent with the proposed Exemptive Order's relief from Entity-Level Requirements.

[10] In this context, it may be necessary for the Transition Affiliate to maintain some positions that hedge the swap dealing positions transferred to its registered swap dealer affiliate, and to enter into swaps with the swap dealer affiliate so that that affiliate may maintain the benefit of those hedges to the swap dealing positions transferred to it.

Under the framework adopted for swap dealer registration by the Commission earlier this year, swap dealers have Form 8-R filing obligations in relation to their "principals," which include "officers, directors, and persons who own ten percent or more of the outstanding shares of the applicant or registrant."[11] In the context of global firms that are required to register as swap dealers but have substantially or even principally non-swap dealing operations, such a requirement is greatly overinclusive. We therefore request that the Commission limit registration of individuals as "principals" to the senior officers of the department or division of a non-U.S.-domiciled registrant conducting the U.S. swap dealing business.

Form 7-R, in turn, requires a representation that no "associated persons" of the applicant are subject to statutory disqualification. In this connection, potentially bringing into the scope of "associated persons" any person who is "involved" in the "supervision" of business personnel is also overinclusive. Accordingly, only those individuals who are directly involved in soliciting or accepting swaps with U.S. persons, or directly supervising individuals so involved, should be regarded as "associated persons."

The registration rules further authorize the Commission to conduct on-site inspection of an applicant without limitation as to geographical or jurisdictional scope, and Form 7-R requires a non-U.S. applicant to represent that it "is not subject to any blocking, privacy or secrecy laws which would interfere with or create an obstacle to full inspection of the applicant's books and records by" the Commission, the NFA or the Department of Justice. At the same time, the Commission recognized in the proposed Guidance that a fundamental component of its substituted compliance regime is the execution of memoranda of understanding with local regulators providing a process for the Commission to access supervisory information about non-U.S. registrants through those local regulators. So as not to prejudge or conflict with any such arrangements ultimately made by the Commission, the Exemptive Order should provide interim relief permitting a non-U.S. registrant to condition Commission or NFA access to information located outside the U.S. to compliance by the registrant with local legal requirements for data access by host country regulators.

4. Provisional Registration Itself Should Be Delayed Until a Reasonable Period After the Exemptive Order Is Issued.

Because of the fundamental uncertainties it must address – particularly those associated with the registration requirement itself – we believe it is urgent that the Exemptive Order be modified in the manner we request, and that it be issued as soon as possible. Specifically, it is especially important that the modified Exemptive Order be issued prior to the required registration date. If the Exemptive Order is issued only concurrently with the required registration date – even if modified in the manner we have requested – global firms will be left without sufficient time to consider the Order and may effectively be required to incur many of

[11] Registration of Swap Dealers and Major Swap Participants, 77 Fed. Reg. 2613, 2618 (Jan. 19, 2012) (quoting Regulation 3.1).

the registration and compliance costs for which the Exemptive Order would otherwise provide relief. As the Commission is aware, non-U.S. firms typically must coordinate their registration plans with their home country regulators, and that coordination process necessarily requires some time. Further, in order for home country regulators to approve a non-U.S. firm's registration plans, sufficient certainty as to the regulatory treatment and status of registering entities is essential. We therefore request that provisional registration be delayed until a reasonable period following issuance of the modified Exemptive Order.

C. The Exemptive Order Should Not Require Detailed Compliance Plans.

The proposed Exemptive Order provides relief for certain non-U.S. swap dealers or foreign affiliates of U.S. swap dealers from certain Transaction-Level and Entity-Level requirements, provided that such swap dealer submits a compliance plan to the NFA within 60 days following its registration addressing how it plans to comply, in good faith, with all applicable Transaction-Level or Entity-Level Requirements upon expiration of the Exemptive Order. The compliance plan must indicate whether the swap dealer would seek a comparability determination from the Commission and rely on compliance with local requirements and, if so, a description of such requirements.

However, the basis for a "comparability" determination has yet to be defined. The Commission has sought comment in the proposed Guidance on what standards should govern a determination of "comparability," and registering firms cannot be expected to anticipate the level of detail the Commission and the NFA will require in connection with such a determination. We respectfully request that the Commission confirm that a notice filing, indicating the intent of the swap dealer to seek a comparability determination with respect to specified Transaction-Level and Entity-Level Requirements once applicable non-U.S. regulations are finalized, is sufficient for purposes of the compliance plan submitted to the NFA.

D. The Exemptive Order Should Modify SDR and Large Trader Reporting Requirements for Transactions Facing Non-U.S. Persons.

Notwithstanding the proposed relief with respect to Entity-Level Requirements generally, the relief granted by the Exemptive Order with respect to SDR Reporting[12] and Large Trader Reporting[13] is very limited and raises substantial practical obstacles. Extensive efforts have been made by global firms to prepare internal reporting and recordkeeping systems and to conform internal processes with Commission requirements for SDR and Large Trader Reporting. Nevertheless, particularly as non-U.S. dealers may be required to register as a result of the aforementioned expansive aggregation rule or ambiguities in the definition of U.S. person,

[12] SDR Reporting includes both Parts 45 and 46 reporting. *See* Commission Regulations Parts 45 and 46.

[13] *See* Commission Regulations Part 20.

systems to report the few U.S.-facing transactions they have will not be available by the required date.

Moreover, in the case of any non-U.S. swap dealer which has a U.S.-based swap dealer affiliate, no relief is granted as to SDR and Large Trader Reporting. We do not believe the Commission intended for this requirement to apply to non-U.S. swap dealers headquartered outside the U.S. The Commission explained in the preamble that this requirement was imposed due to the Commission's supervisory interest in data related to the swaps activities of non-U.S. swap dealers that are "part of a U.S.-based affiliated group." Absent requested relief or clarification, the result is that as of the required registration date, every non-U.S. swap dealer having a U.S.-based swap dealer affiliate must either comply with the SDR and Large Trader Reporting rules as to all its counterparties, U.S. and non-U.S, or demonstrate "substituted compliance."

The combination of the aggregation rule and the absence of SDR and Large Trader Reporting relief would mean that foreign affiliates who have insignificant dealing activity facing U.S. persons, or that have a U.S. affiliate with insignificant dealing activity, may be required to comply with U.S. reporting requirements, as to predominantly non-U.S. counterparties, from their provisional registration date, simply because they have U.S. dealer affiliates.

Additionally, as noted above, the basis for "substituted compliance" has not yet been defined. And even if it were, "substituted compliance" in the Guidance is premised on the Commission's ability to demand direct extraterritorial access to transaction data and books and records, when such arrangements with the Commission have yet to be considered or arranged. Reporting requirements regarding trade and customer data, and other access requirements raise substantial data protection issues as well as enforcement difficulties in some jurisdictions, which will require time to consider and resolve. In particular, the Commission should be aware that preliminary industry analysis indicates that counterparty consent to disclosure of information for purposes of reporting may not suffice under the law of several jurisdictions.

As an initial step, we respectfully request that the application of Large Trader Reporting and SDR Reporting to transactions by non-U.S. persons with other non-U.S. persons, including foreign branches of U.S. persons, be delayed under the Exemptive Order, pending finalization of the Guidance and for a reasonable time thereafter.[14] Because preliminary industry

[14] We note that the Exemptive Order does not address certain obligations under Commission rules that may be considered Entity-Level Requirements and should similarly be subject to delayed compliance. In particular, Commission Regulations Section 1.31 sets forth certain recordkeeping obligations that apply by their terms to all books and records required to be kept under the Commission's Regulations. *See* 17 C.F.R. § 1.31. The Commission has proposed under the Exemptive Order and Guidance that broad corporate recordkeeping obligations be categorized as Entity-Level Requirements. Rule 1.31, however, is not listed as an Entity-Level Requirement, and could be read to apply to records required to be maintained in connection with reporting rules, daily trading records, position limits and other

analysis indicates that there may still be jurisdictions where local law restricts the disclosure of even swaps with U.S. persons, additional relief may be necessary for those specific jurisdictions.

E. Conclusion.

In conclusion, we note that despite significant progress made by the Commission on Title VII implementation, a number of critical provisions – separate from the Guidance itself, including rules for swap dealer capital requirements and margin requirements for uncleared transactions – have yet to be adopted. Additionally, other relevant regulations remain to be finalized, including the U.S. Treasury's proposed exemption of foreign exchange swaps and foreign exchange forwards from the definition of swap. In this context, non-U.S. regulators have requested meetings with their home country-regulated firms in order to evaluate the scope and consequences of swap dealer registration obligations, and it is important to afford exemptive relief and additional time to permit such consultations to occur. Indeed, some non-U.S. regulators have even raised doubts whether, in the face of such uncertainties surrounding the Commission's rules, it would be prudent to permit swap dealers within such non-U.S. jurisdictions to register with the Commission.[15] A broader Exemptive Order would help to address such concerns.

The Institute strongly urges the Commission to modify the Exemptive Order as requested, in order to allow entities enough time to adequately prepare to comply with Commission regulations. The Institute appreciates the Commission's consideration of these matters and would be pleased to work further with the Commission and other interested parties to advance the implementation process. If the Commission or its staff has any questions regarding this letter, please do not hesitate to contact the undersigned at (212) 421-1611.

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Commission rules. The Commission therefore should clarify that Rule 1.31 is subject to the exemptive periods applicable to Entity-Level Requirements.

[15] *See* Letter from Patrick Raaflaub, Chief Executive Officer, and Mark Branson, Head of Banks Division, Swiss Financial Market Supervisory Authority FINMA, to Chairman Gary Gensler, U.S. Commodity Futures Trading Commission (Jul. 5, 2012) (on file with the Secretary of the Commission).

Respectfully submitted,

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Institute of International Bankers