

## MEMORANDUM

**TO:** Public File – Notice of Proposed Rulemaking:  
Prohibitions and Restrictions on Proprietary Trading and  
Certain Interests in, and Relationships with, Hedge Funds  
and Private Equity Funds (RIN 3064-AD85)

**FROM:** Michael B. Phillips, Counsel, FDIC Legal Division

**DATE:** December 19, 2011

**SUBJECT:** Meeting with Institute of International Bankers

On December 16, 2011, staff from the FDIC's Division of Risk Management Supervision/Capital Markets (George French, Deputy Director; Bobby Bean, Associate Director; and Karl Reitz, Senior Policy Analyst) and the Legal Division (John Thomas, Deputy General Counsel; and Michael Phillips, Counsel) met with the following representatives from the Institute of International Bankers: Sarah Miller, Chief Executive Officer, Institute of International Bankers; Richard Coffman, General Counsel, Institute of International Bankers; Derek Bush, Partner, Cleary, Gottlieb, Steen & Hamilton LLP; and Katherine Mooney Carroll, Partner, Cleary, .

The agenda for the meeting involved certain provisions of the interagency notice of proposed rulemaking ("NPR") on section 619 of the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Act"). This NPR was published in the *Federal Register* of November 7, 2011 (76 FR 68846). The agenda topics for this meeting, as requested by the representatives from the Institute of International Bankers, were: (1) the NPR's treatment of the statutory exemption for international banking activities solely outside of the United States; (2) compliance issues involving foreign banking organizations; and (3) issues involving the expansion of the statutory government securities exemption from the proprietary trading prohibition and covered fund investment restrictions under section 619 of the Act.