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.