

## MEMORANDUM

TO: Public File – Notice of Proposed Rulemaking: Margin and Capital Requirements for Covered Swap Entities (RIN 3064 AD79)

FROM: FDIC Staff

DATE: March 6, 2012

SUBJECT: Meeting with Representatives of Various Employee Benefit Plans

On March 1, 2012, FDIC staff (Bobby Bean & Ryan Billingsley from RMS, Tom Hearn & Ryan Clougherty from Legal) participated in a meeting with representatives from various employee benefit plans to discuss the impact of the Notice of Proposed Rulemaking: Margin and Capital Requirements for Covered Swap Entities (NPR) on ERISA plans. The following representatives participated in the meeting: James Harshaw of General Motors Investment Management Company; Bella Sanevich of NISA Investment Advisors, L.L.C.; Diann Howland of the American Benefits Council; Deborah Forbes of the Committee on Investment of Employee Benefit Assets; Edwin Egee of Xerox; Bob Shepler of Lockheed Martin; and Frederick Miller of Weyerhaeuser (collectively, the representatives). Also participating in the meeting were: Maureen Donley & Brian Duncan of Skadden, Arps, Slate, Meagher & Flom LLP; Kent Mason of Davis & Harmon LLP; and Chris Condeluci of Venable LLP.

During the meeting, the representatives expressed their concerns about the impact the NPR would have on ERISA plans and discussed a number of general issues. The representatives also presented arguments for treating ERISA plans as commercial end users or low-risk financial end users for purposes of the NPR.

The representatives also presented a handout that summarizes the representatives' positions on a number of issues concerning the NPR and proposes amended language to the NPR's rule text to address those issues (representative handout). The representative handout is attached.