



Mr. Robert E. Feldman  
Executive Secretary  
Attention: Comments  
Federal Deposit Insurance Corporation  
550 17<sup>th</sup> Street, N.W.  
Washington, DC 20429

- Via email: [Comments@FDIC.gov](mailto:Comments@FDIC.gov)

**Re: 360 RIN 3064-AF09 (the “Proposed Rule”)**

Ladies and Gentlemen:

JPMorgan Chase Bank, N.A. (“Chase,” “we,” or “our”) welcomes the opportunity to comment on the proposal to revise the FDIC’s securitization safe harbor rule titled “Treatment of financial assets transferred in connection with a securitization or participation” codified at 12 CFR 360.6 (the “FDIC Safe Harbor Rule”). The Proposed Rule would remove the current requirement that the documents governing securitization transactions comply with Regulation AB of the Securities and Exchange Commission, 17 CFR part 229, subpart 229.1100 (“Regulation AB”) as a condition to the safe harbor.

Chase is one of the largest originators and servicers of residential mortgages, credit cards and auto loans in the United States; and draws on a broad base of experience in offering our comments to the Proposed Rule.

Chase believes that the Proposed Rule reflects the important principles of regulatory symmetry and alignment by incorporating the disclosure practices adopted by the Securities and Exchange Commission (“SEC”), the primary regulator administering and interpreting the requirements of Regulation AB II.<sup>1</sup>

As noted by Chair McWilliams, adoption of the Proposed Rule would also put Insured Depository Institutions (“IDIs”) on a more equal playing field with non-regulated institutions. We believe that it is important for IDIs not to be competitively disadvantaged versus non-regulated institutions that do not need to rely upon the current FDIC Safe Harbor Rule.<sup>2</sup>

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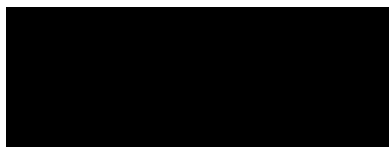
<sup>1</sup> This would mean that, unlike under the FDIC Safe Harbor Rule as currently in effect, the documents governing a private placement or an issuance not otherwise required to be registered would not be required to comply with the asset level data requirements of Regulation AB (as currently in effect).

<sup>2</sup> “[T]here is no parallel requirement for securitizations by institutions that are not IDIs. Investors in such securitizations do not have the same concerns about whether a transaction would be subject to the reclamation of transferred assets in the event of a sponsor’s insolvency and thus have been able to sponsor private placements of securitizations without concern as to whether the transactions comply with Regulation AB.” Statement of Jelena McWilliams, Chairman, Federal Deposit Insurance Corporation, Notice of Proposed Rulemaking: Proposed Amendment to Securitization Safe Harbor Rule July 16, 2019

Importantly, adopting the Proposed Rule will also help increase liquidity for all asset classes by enabling IDIs to distribute risk to private market investors with increased legal certainty and predictability. In particular, the resulting improvements in the ability to optimize the use of capital will assist IDIs to increase private market participation to broaden available credit for mortgages, credit cards and automobile loans -- asset classes that impact consumers' daily lives.

Adopting the Proposed Rule would enhance the ability of IDIs to distribute risk to private investors outside of the banking system, promote IDI capital optimization, lower costs for consumers and expand responsible credit availability. For those reasons, Chase supports adoption of the Proposed Rule.

Sincerely,



Michael Weinbach