

December 22, 2011

Ms. Elizabeth M. Murphy
Secretary
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Ms. Jennifer J. Johnson
Secretary
Board of Governors of the Federal Reserve
20th Street and Constitution Avenue, N.W.
Washington, D.C. 20551

Mr. Robert E. Feldman
Executive Secretary
Federal Deposit Insurance Corporation
550 17th Street, N.W.
Washington, D.C. 20429

Mr. John G. Walsh
Acting Comptroller of the Currency
Office of the Comptroller of the Currency
250 E Street, S.W.
Washington, D.C. 20219

Re: Prohibitions and Restrictions on Proprietary Trading and Certain Interests In, and Relationships With, Hedge Funds and Private Equity Funds – **Request for Extension**

Dear Sirs and Madams:

The Investment Company Institute¹ respectfully adds its voice to the growing chorus of persons and organizations requesting that the above-listed Agencies extend the January 13, 2012 deadline for commenting on the pending proposal to implement Section 619 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (“Proposed Rule”).²

We seek this extension for two reasons. First, the Proposed Rule is long and complex and the Agencies have asked for comments on hundreds of questions. ICI greatly appreciates the Agencies’ interest in understanding the wide-ranging ramifications of the Proposed Rule and their willingness to consider appropriate revisions. We plan to submit a detailed comment letter. Our comments will focus on the

¹ The Investment Company Institute (ICI) is the national association of U.S. investment companies, including mutual funds, closed-end funds, exchange-traded funds (ETFs), and unit investment trusts (UITs). ICI seeks to encourage adherence to high ethical standards, promote public understanding, and otherwise advance the interests of funds, their shareholders, directors, and advisers. Members of ICI manage total assets of \$12.5 trillion and serve over 90 million shareholders.

² See, e.g., Letter submitted by the Association of Institutional INVESTORS, dated December 16, 2011; Letter submitted by the Australian Bankers Association Inc., dated December 16, 2011; Letter submitted by EMTA (the Trade Association for the Emerging Markets), dated December 12, 2011; and Letter submitted by the American Bankers Association, the Financial Services Forum, the Financial Services Roundtable, the Institute of International Bankers, and the Securities Industry and Financial Markets Association, dated November 30, 2011.

potential impact of the Proposed Rule on registered investment companies (*e.g.*, mutual funds) and their shareholders, including how the proposal would affect registered investment companies as major investors in the securities markets and otherwise.

Importantly, the Proposed Rule is not directed at registered investment companies. Yet, in the course of reviewing this complicated proposal, we continue to discover new, unexpected and, we believe, unintended negative implications for registered investment companies and their shareholders. As our concerns about the proposal have continued to evolve, it has taken us longer than originally anticipated to develop our comments.

In order to provide the most complete and useful feedback to the Agencies, ICI needs to analyze these issues, carefully consider possible solutions, clearly articulate our comments in written form, and, perhaps most importantly, seek input from members. We have been working diligently to do all of this, but we are concerned that the timing of the comment deadline will make it especially challenging for our members to engage as fully with us on these issues as would be optimal, due to the press of year-end work as well as the holidays.

Second, Section 619 requires coordinated rulemaking by the Securities and Exchange Commission, the Federal Reserve Board, the Federal Deposit Insurance Company, the Office of the Comptroller of the Currency, and the Commodity Futures Trading Commission. These agencies are required to coordinate and consult with each other in order to assure to the extent possible that their regulations are comparable and provide for consistent application. The CFTC has not yet issued its proposed rule. We believe interested persons should have an opportunity to review proposed rules from all five agencies before submitting comments.

Several organizations have requested that the Agencies extend the comment deadline to the later of 90 days after the current deadline of January 13th or 60 days after the CFTC releases its proposed rules.³ Such an extension would allow us sufficient time to fully develop our comments and vet them with members in order to provide a thorough and meaningful response to the Agencies.

Thank you for considering our request.

Sincerely,

/s/

Paul Schott Stevens
President & CEO
Investment Company Institute

³ See Letter submitted by the Association of Institutional INVESTORS, Letter submitted by FMTA, and Letter submitted by the American Bankers Association, the Financial Services Forum, the Financial Services Roundtable, the Institute of International Bankers, and the Securities Industry and Financial Markets Association, *supra* n. 2.